Disney

THEY DREW AS THEY PLEASED

THE HIDDEN ART of DISNEY'S MUSICAL YEARS

THE 1940S - PART ONE

BY Didier Ghez

FOREWORD BY John Musker

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Encounters with the mermaids of Never Land. Courtesy: The Walt Disney Family Museum.

The crocodile from *Peter Pan* by David Hall.

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CHRONICLE BOOKS

SAN FRANCISCO

To my brother Fabien,
who keeps dealing with my crazy Disney requests,
even in China.

Character studies by Walt Scott for the abandoned bug orchestra sequence created for *Fantasia*.

Character studies by Walt Scott for the abandoned bug orchestra sequence created for *Fantasia*.

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Written by Didier Ghez
Design by Cat Grishaver

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FOREWORD

It has been highly satisfying to peruse Didier Ghez's latest volume in his ongoing They Drew as They Pleased *series because it combines two of my passions: classic Disney animation and the detective story.*

It is fairly obvious, of course, that this volume centers on animation and art produced during Disney's musical years. But this book is also a detective story, one set in the period and place of so many of my favorite noir fictions: 1930s and '40s Los Angeles. Didier, like a shamus of old, has gathered and unearthed information about mysterious characters who toiled in these "mean" Southern Californian streets: visual development artists who made significant and important contributions to the Disney films of this classic period, yet have somehow remained shadowy figures about whom relatively little has been known or written.

These artists, all gone from this world now, come alive in these pages, not only in the exceptional drawings and paintings displayed herein, but also in their correspondence, in recollections by colleagues, in memories shared by loving family members, and, in some cases, the artists' words themselves, gleaned from past interviews.

The 1940s were a particularly challenging time at the Disney Studio. Despite the brilliance of the films produced then, World War II's effect was sharply felt as overseas markets disappeared and the box office shrank. The Disney strike was devastating, and the layoffs that ensued, prompted by both the strike and the declining revenues, had, in some cases, punishing effects on the livelihoods of the artists who toiled there. Didier's narrative gives a real sense of the atmosphere of uncertainty under which many of the artists in this book attempted to produce carefree drawings.

This tome also sheds long overdue light on creative women like Retta Scott and Sylvia Holland who helped shape the films of this period with their unique and powerful visions.

Most touching and personal to me are Didier's glorious sampling of art and discussion of the roller-coaster Disney career of the brilliant Danish illustrator Kay Nielsen. This volume reproduces not only Nielsen's powerful designs for the "Night on Bald Mountain" sequence in *Fantasia*, but also other no less stunning drawings for projects that never came to be, like the proposed new *Fantasia* sequence, "The Ride of the Valkyries," and a 1940s version of Hans Christian Andersen's "The Little Mermaid."

Vance Gerry, one of Disney's great storymen and a mentor of mine in my early Disney career, first brought Kay's drawings to my attention when Ron Clements and I were making *The Little Mermaid*. We had never known such work was done or that the Studio had ever considered bringing Andersen's tale to life. We found these Nielsen masterpieces in the Disney "Morgue," the repository of art from past projects, and had them displayed on storyboards in our rooms as we worked on *Mermaid*. They certainly inspired us, particularly Kay's epic drawings of the storm, and they inspired drooling from visitors to our offices as well, like visionary director Terry Gilliam. He was weighing doing a live-action feature with Disney at the time, and I still remember his wide-eyed look as he ogled Kay's drawings, comparing them to the legendary film designer Anton Grot, and him asking us with a wicked grin, "Are they gonna let you do it like this?"

Friend Owl from *Bambi* by Retta Scott. Courtesy: David Tosh/Heritage Auctions.

Kay Nielsen's story, as recounted here by Didier, is itself "Andersen-esque." The fragility and beauty of Kay's incomparable drawings, and the quiet demeanor that concealed the passionate artist within, is juxtaposed with the real-world issues of salaries, exciting projects developed but never realized, and a life that ended sadly, in both obscurity and poverty. It is truly touching, and like most of the great Andersen tales, bittersweet. But this book brings a happier ending as Didier shares and celebrates Kay's graphic genius with a wider public.

So enjoy, lucky reader, as did I, not only these drawings, but all the fruits of Didier Ghez's inspired and hard-won detective work: his glimpse into the lives and artistry of people who touched people they never saw, who shared their passion with audiences who never knew their names, and whose work will continue to move generations for lifetimes to come.

—JOHN MUSKER

PREFACE

The late 1930s and early 1940s were a dark time in the world: Europe was at war and the long shadow of the Great Depression still darkened economic prospects. But at the Disney Studio creativity flourished.

Snow White and the Seven Dwarfs was a triumph. More artists flocked to the "Mouse House" in the late '30s than ever before or since, and more projects were developed by the Story Department during that era than at any other point in the Studio's history.

The artists came from the four corners of the United States, but also from England, France, Denmark, and even Ecuador. They brought their various cultures, backgrounds, and knowledge to Disney, which enriched the Studio's creative culture and widened the scope of Walt Disney's vision.

Walt selected the most visually talented among them to become "concept artists." Their wild imaginations sparked the creativity of fellow artists, influencing character designs, settings, and story ideas. Had this boundless creativity been projected onto the screen, however, it would have resulted in storytelling and design chaos. Walt brought order and structure; he was the great visionary who orchestrated visual coherence and gave narrative power to the whole.

On the silver screen, chaos in storytelling and design would be distracting; in a history book, it is fascinating. Unraveling the threads of imagination, peeking behind the scenes, discovering the individuals and their wild designs is riveting. Especially when one realizes that most of Disney's concept artists would have had no trouble finding their place among the top gallery artists of their time.

This book focuses on five artists: Walt Scott, Kay Nielsen, Sylvia Holland, Retta Scott, and David Hall. Save for the fact that they were all "visual development" artists, they were all very different—with varying backgrounds, family lives, and artistic inspirations. Three of them were born in Europe, three of them were men, two were women. With the

exception of David Hall, they all have one thing in common: they were all heavily involved in projects where music was central to narrative development.

The 1940s are often presented in Disney history books as the years of the war and the years of the union troubles—for good reason. But when one focuses on the creative side of the Studio, two threads emerge: a focus on musical projects and the heyday of Disney's Character Model Department. This book explores the first of those two threads. The next volume in this series will deal with the artists in Disney's Character Model Department.

One of the greatest joys in writing this series has been in locating hundreds of hidden pieces of art—art left with the family or friends of the artists, never-before-seen by the general public. Much of the artwork has left me speechless, as have the pages after pages of correspondence discussing life at the Studio. The correspondence of Kay Nielsen and Sylvia Holland, the autobiographical notes of Retta Scott, and the art collections of the Holland and Scott families—which were unearthed while researching this volume—are the closest we can get to building a time machine and traveling back to that creative era.[1]

They are our gateway to a time of wonder, harmony, and disharmony: the 1940s, Disney's "musical years."

In the meantime, I hope this book allows you to share my enthusiasm for the inspiring talent of these pioneers.

—DIDIER GHEZ

Character sketches by Retta Scott for *The Wind in the Willows*, which after World War II became half of the movie *The Adventures of Ichabod and Mr. Toad* (1949). Courtesy: Ben Worcester.

Sylvia Holland looking at her own sketches for “Clair de Lune,” a sequence initially envisioned for *Fantasia*.

Artists Ethel Kulsar (left) and Sylvia Holland pose for a publicity shot during the making of *Fantasia*.

MUSIC, MAESTRO!

Walt Disney was always experimenting. Throughout the 1930s, he toyed with story, animation, technology, and music. His first animated feature, *Snow White and the Seven Dwarfs*, was the culmination of those experiments.

Though music was instrumental in the early successes of Mickey Mouse and provided the lifeblood of the Silly Symphonies, it still awaited its coming of age at the Disney Studio. Even as *Snow White* was being completed, Walt could feel the approach of greater musical complexities, like a force just outside his grasp. In July 1937, he bought the rights to Paul Dukas's *The Sorcerer's Apprentice* music, which he initially planned to use as the basis for a new Mickey Mouse two-reel "special" of the same name. Through a fortuitous meeting with conductor Leopold Stokowski a few weeks later—during which Stokowski agreed to direct the music for the piece—the project eventually evolved into an ambitious new endeavor: "The Concert Feature," better known today as *Fantasia*.

The acquisition of *The Sorcerer's Apprentice* ushered in a new era at Disney, one in which part of Disney's Story Department was chiefly focused on musical projects.

On July 6, 1937, the same month the deal with Paul Dukas was struck, Disney hired a fifty-six-year-old musician, Heinrich Tandler, who soon became the Studio's first music librarian.[2] Like the Studio's visual and reference library, the music library—which was part of Disney's Music Department—grew quickly and in all directions to serve the needs and requests of the Studio's story-men and composers. By July 1940, when an inventory of the library's Victrola records was drafted by Marcia Lees, who had succeeded Tandler, the list included hundreds of recordings, ranging from classical music to circus music, congas, musicals, music of the world, Negro spirituals, tangos, and even nursery rhymes—everything from Benny Goodman to Richard Wagner and more.[3]

Walt never did things halfway. By February 1938, with the cost of *The Sorcerer's Apprentice* rising at an alarming pace, he was already considering the idea of converting the "featurette" into a section of a full-length feature.[4]

Disney may have had "The Concert Feature" idea in mind when later that month he and Studio composer Leigh Harline met with Russian composer Sergei Prokofiev and his lawyer, Randolph Polk, and listened to Prokofiev play the piano score of *Peter and the Wolf*. During the visit, Polk recalled two years later, "Prokofiev explained that he had written this composition with Mr. Disney in mind, and that it was his one great desire to have Mr. Disney acquire this work for use in one of his feature pictures."[5] Though the music was not used in "The Concert Feature," in 1946 "Peter and the Wolf" was included in *Make Mine Music*.

CLASSICAL DREAMS

By September of 1938, Walt and his team, along with Leopold Stokowski, were listening to dozens of classical records to select the musical sequences that would be part of *Fantasia*. Surprisingly, it only took them a few days to focus on some of the pieces that would actually make it into the film, including "Toccata and Fugue," "The Nutcracker Suite," "Night on Bald Mountain," and "Ave Maria." It took them a while longer to decide which of the initial selections would be discarded and how to organize all the elements to give the right balance to the on-screen "concert."

One of the men who attended the *Fantasia* story conferences was music orchestrator Ed Plumb. Ed had been hired in March of 1937 on the advice of the head of Disney's Story Research Department, John Rose, who had studied with him at Dartmouth.[6] "Ed Plumb was really the musical genius behind *Fantasia*," explained Rose. "[He] was capable of taking the original Mussorgsky sketch for 'Night on Bald Mountain' . . . and to [go] ahead and orchestrate it the way he felt Mussorgsky would have done it had he lived to do it himself. . . . Without

Plumb, I doubt that we would have gotten into *Fantasia*."[7] Even more so than conductor Leopold Stokowski, Ed Plumb became the soul of the *Fantasia* project and its unsung hero.

With the right team in place and with a whole full-length feature to play with, Walt gave free rein to his imagination, suggesting a "dream of Rube Goldberg's" as the visual representation for "Moto Perpetuo"[8] or "the devil playing his organ for the spirits" to the music of *Night on Bald Mountain*.[9]

Some of Walt's wildest ideas came in the form of intriguing technical suggestions that would stimulate the audience's senses. For *The Nutcracker Suite*, he contemplated using atmospheric fans to waft perfume into the theater; for *The Sorcerer's Apprentice*, he considered the peppy aroma of gunpowder.[10] He even envisioned a panoptic projector that would project all around the cinema.[11] Disney was also toying with the concept of 3-D projection at that time, which, due to the limits of the technology, would have had to be in black and white and, therefore, would have been limited to a small section of the movie. "I thought if we used this we'd have it at the top of the program," explained Walt to Stokowski. "And have the glasses attached to the program. Black and white might be more valuable than color in our case." Stokowski agreed: "It would be a rest from the color."[12]

Another experimental idea that excited Walt in those early *Fantasia* story meetings was that of sound surrounding you in the theater. We know it today as stereophonic sound, but the concept was brand-new at the time. The Studio called it Fantasound and it took the technical genius of one of Walt's best engineers, Bill Garity (working with RCA), to make it a reality. Walt and his brother Roy were so enthralled by the new invention that they decided that they might even use it for *Bambi*.[13] But it was not to be, as the system proved too costly to install in many theaters across the United States and ended up hampering the mass-market launch of *Fantasia*.

Storyman Dick Huemer and artist Sylvia Holland working on *Fantasia*.

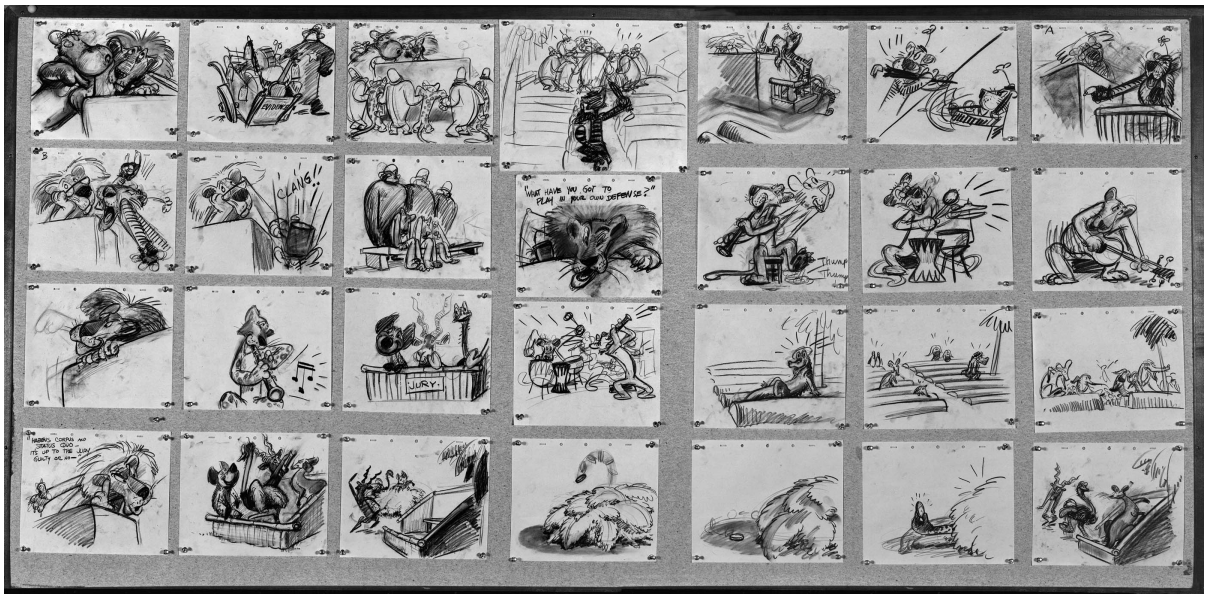
FUTURE *FANTASIAS*

Walt loved *Fantasia* so much that even before the movie premiered on November 13, 1940, he was already exploring potential encores. In April 1940, he sent music arranger Herb Perry around the Studio to interview story artists, animators, and directors and get them to brainstorm about "future *Fantasias*." "Why stick purely to classical music?" asked some of the artists. "Could we do a Concert Feature showing the structure of music from the primitive beat in the jungle," suggested storyman T. Hee, "going to the development of music among the early peasant people—there must be pieces written along that line—and finally bringing it up to the negro spirituals—including the sort of things that the great directors use in their concerts at Carnegie Hall, symphonies, opera."[14]

A month later, on May 14, a seminal story meeting about the "Future Concert Feature" took place at the Studio. Stokowski, Walt, and his artists toyed with dozens of music ideas, from Rossini's *Barber of Seville* to Gershwin's *Rhapsody in Blue*, and from *Peter and the Wolf* to Sibelius's *Swan of Tuonela*.[15] Walt was so serious about these plans that the following year, on February 14, 1941, the internal Studio newsletter ran the following article:

> Nimbus-haired Leopold Stokowski, behind locked doors on the live-action stage this Sunday night [February 16, 1941], will conduct a preselected symphony orchestra while studio recorders hum. Prokofiev's *Peter and the Wolf*, Sibelius' *Swan of Tuonela* and Rimsky-Korsakov's *Flight of the Bumble Bee* will be recorded. These selections are tentatively listed as future alternates or encores for *Fantasia*. During the week, studio carpenters sawed and hammered, erected in three days a plywood orchestra shell which RCA technicians declared to be acoustically perfect. Fifteen orchestra stands of varying height were also built to facilitate placement of instrument choirs.[16]

The music was recorded, but by early 1941, it was becoming clear to all at the Studio that *Fantasia*, Walt's ambitious dream, had not managed to find its audience and was a box office disappointment. The commercial failure of the movie and the hardships brought by World War II killed plans for an encore.



Storyboard from the "Benny Goodman sequence" that was developed in 1940 for *The Reluctant Dragon* (1941) and was eventually shelved.

SWING TIME

It was not just classical music that stimulated Walt's imagination in the early 1940s; he was also inspired by the rhythms of swing and popular music. While working on the picture *The Reluctant Dragon* (1941), Disney's story artists had suggested a sequence toward the end of the movie involving Robert Benchley meeting Benny Goodman and his band, as outlined in a memo by director Norman Ferguson.

> We open with a terrific blast of the 'Sing Sing Sing' [music], but we are on a close-up of the end of the clarinet. As we truck back we disclose that the clarinet is being played by Benny Goodman. Keep on trucking back, disclosing the bull fiddler beating the stuffing out of the fiddle, the drummer drumming away and the trombonist tromboning, showing the whole band set-up of Goodman, in Cocoanut Grove photographed in beautiful three-color Technicolor live action. . . . All this is done by actual color photography of Benny Goodman and real dancers.

> Cut to dancers and follow two characters to a corner, and at the hesitation of the music and the after beat of the cymbal carrying the melody pauses the dancers cross-dissolve into their prototypes of animals. See a hippo and a giraffe, who immediately resume the dancing in this actual live-action setting. Cut to another couple, definite types, and they cross-dissolve into a rhinoceros and an elephant. Another couple cross-dissolves into an alligator and a hyena. Cut to a Brenda Frazer type girl dancing with a gangster type fellow and they cross dissolve into a black panther and a gorilla. These animals all retain human costumes, but have animal feet, arms, heads and structure.

The animals of the jungle, the trees, the grass, and even a volcano all pulsed to the rhythm of the band. While the sequence was eventually dropped, Walt loved it.[17]

In 1943, in the midst of World War II, artist James Bodrero tried to revive Walt's interest in a film that would mix the best of *Fantasia* with popular music. His memorandum, titled *Swing Fantasia*, suggested a movie that—for cost reasons—would be a combination of live-action and animation.

> A picture of this sort could trace the development of swing from the earliest days of ragtime. An animated sequence for an opening, using Congo drums beating out the original tempo, could lead into Negro stevedores loading cotton, side-wheel steamers, etc. with the music of their working songs finally coalescing on St. Louis Blues. From there on we could have five or six tunes typical of jazz's basic changes using such bands as: Whiteman, Goodman, Louis Armstrong, T. Dorsey, Harry James, Duke Ellington.[18]

Though *Swing Fantasia* did not see the light of day, the idea of using popular music did not die. The following year, two "package features" were put into production by the Studio: *Swing Street* and *Currier & Ives*. The two projects were intertwined, with planned sequences often moving from one movie to the other in the various memos. The overall idea consisted of stringing individual musical cartoons together with simple

transitions. For the *Swing Street* transitions, Sylvia Holland worked on an idea that involved the Greek muses. For *Currier & Ives*, storyman Dick Huemer worked on several treatments that used Nathaniel Currier and James Merritt Ives's print shop as overall background. The camera would have focused on the Currier and Ives etchings that would have come to life as animated sequences through cross-dissolves: from "Once upon a Wintertime" to "Casey at the Bat."[19] When the idea for those planned transitions was dropped, the two movies became simple collections of shorts: *Swing Street* was renamed *Make Mine Music* (1946); *Currier & Ives* became *Melody Time* (1948).[20] Both projects made copious use of popular and classical music, from Prokofiev's *Peter and the Wolf* to the Andrews Sisters or even a swing-jazz variation of Rimsky-Korsakov's *Flight of the Bumblebee* played by Freddy Martin and his orchestra.

MUSIC EVERYWHERE!

While the artists were hard at work on those two package features, storyman Bill Walsh suggested yet another musical idea, a combination live-action and animation feature titled *A Night at the Ballet*. Among the most interesting concepts he included in his memo were a dream ballet designed by Salvador Dali and a dance number between Fred Astaire and Mickey Mouse—a year before Gene Kelly appeared in the MGM movie *Anchors Aweigh* with the mouse, Jerry. Walsh also suggested that "with the liberation of Europe, it might be possible to obtain the great Nijinsky. . . . He could say a few words or show a special ballet step to Donald."[21]

Music from all around the world filled the Disney Studio in those years. The Latin American features *Saludos Amigos* (1942) and *The Three Caballeros* (1945) were highly musical ventures, making full use of Latin American popular music. Had it been released, the third movie in this planned trilogy, *Carnival*, would have followed along the same lines.

In 1946, Disney's foreign dubbing specialist, Jack Cutting, suggested that artist Mary Blair be sent to France to explore the possibility of developing a similar picture centering on French music.[22] A year later,

Cutting sent a memo to Walt elaborating on this idea.

> Why not consider seriously the possibility of starting a *Saludos* like project in France this coming summer? The French exchange office would permit the use of Disney blocked funds for any and all expenses involved. . . . While in France, you would have the opportunity to look into Les Gémeaux setup [the French studio founded by Paul Grimault and André Sarrut]. . . . You might consider the use of the studio and its facilities to prepare preliminary materials for a *Saludos* about the Continent.[23]

But by 1947 Walt was no longer interested in producing package features.

Concept drawings by Ethel Kulsar for "The Nutcracker Suite" sequence in *Fantasia*.

The musical years ended up becoming a beautiful but commercially challenging parenthesis in the history of the Studio. The war and the labor unrest were partly to blame, but at the end of the day, *Fantasia* was too ambitious a project for its time and the package features were too limited in scope and appeal. The musical era would eventually give way to a new Golden Age of Disney animation. Success returned to the Studio in the 1950s when full-length narrative movies like *Cinderella, Peter Pan*, and *Lady and the Tramp*, which had all been in development before World War II, were finally released.

Despite the commercial failures, Disney's musical years were an era of unbridled creativity and experimentation. The features released in those years were at times disappointing, but the pre-production designs were more often than not masterpieces. The first Golden Age of animation may have been over, but the Golden Age of Disney's concept artists wasn't.

Concept drawings by Ethel Kulsar for "The Nutcracker Suite" sequence in *Fantasia*.

1

THE BUG ORCHESTRA *and* WALT SCOTT

"We pick up with much more music and Boom! something changes: Stokowski's conducting bugs."
—WALT DISNEY TO HIS ARTISTS

The bug orchestra by Lloyd Harting. Courtesy: Pete Merolo.

Walt Disney was not afraid to kill his artists' best ideas, or his own, if they detracted from the main story. Nor did Walt's obsession with strong characters and personalities distract him from one simple rule: the overall story is king. If need be, some great ideas had to be slain in the service of the greater narrative. That included the bug orchestra sequence in *Fantasia*.

The idea for the bug orchestra sequence was conceived by Walt's story artists to accompany the overture of *The Nutcracker Suite*. Don Christensen, Lloyd Harting, and Walt Scott were the artists behind the sketches. Christensen and Harting's art had a familiar cartoony aesthetic. Christensen was a talented story artist, Lloyd Harting an excellent layout man. Walt Scott, however, was quickly becoming the standout *concept artist* of the group. His drawings were distinguished with a crispness of image and a powerful sense of design.

The three artists created sketches of a small grasshopper orchestra, which soon evolved into a full-blown insect orchestra. Walt loved it.

> We've just shown off this little 100-piece orchestra of Stokowski's playing; then the "Toccata and Fugue," and have gone to town on concentrating on the power of this thing, and now we start out again. The audience begins to get bored as we pick up with much more music and Boom! something changes: he's conducting bugs.
>
> I would like all possible suggestions with quite a bunch of little bugs and their violins. There's nothing new with the bug orchestra—we've done it before—but the connection with Stoky is new. We've

> always made them clown, but now we're treating them from a serious angle. We've seen a lot of good things spoiled because we got scared and gagged too much. Make them cute without going too far.[24]

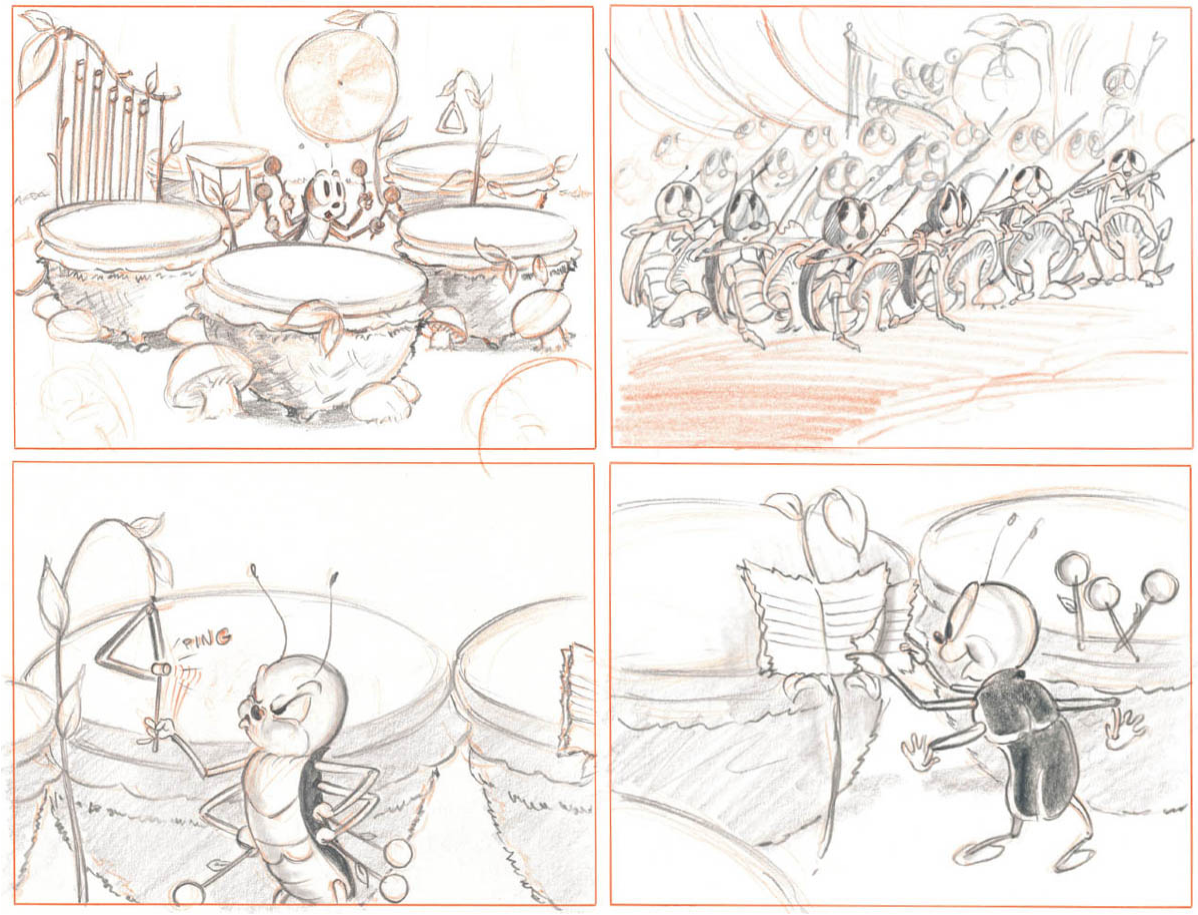
What really excited Walt about this concept were the strong characters and personalities that could be developed.

> We've got to get characters in our bugs, and if we could get bugs that are sort of like the people in an orchestra—you study a symphony orchestra and there's a serious fellow that plays a bassoon—to me a bassoon is a funny instrument, yet you see a bassoon player—he wears glasses and he looks like he has liver trouble, a very serious guy—and the drummer, the guy that holds the cymbals, is always some big fat guy that should be playing the tuba; and the tuba player is always a little guy—you get those caricatures with these bugs. That's why I am crazy about this Praying Mantis thing, because it's a caricature of a harpist, with a bug. Now if we can do that with our other bugs some way—that's what your spider is, a caricature of a guy with all his sticks in his hand—It's why I like the bugs with the three arms and fiddles, that's something that's funny as it is. You don't have to go outside to get gags. Here's this fellow, he's very serious and he's playing the top one very slowly, and the next one down is a bouncing bow and the next one is pizzicato. And it's all right there, if you went down the line—this one little fellow still has, while he's playing up here, he still has one arm free to scratch. It's all right because it's right in character . . . and he wouldn't pay any attention to it, he would go right on playing, but with this one hand he could scratch his leg and get back for the other notes. Just to have bugs, and they all look the same and they're all sort of stylized cartoon bugs, we'll have nothing; so we've got to try to find bugs or little insects that fit these various parts.[25]

However, despite his enthusiasm, Walt realized that the *Nutcracker* sequence needed a unifying theme. In September 1938, he brought the book *The Fairy Circus* by Dorothy Lathrop to the attention of his artists. The beautifully illustrated volume showcased night fairies, small animals,

and an exquisite universe of dandelions and cobwebs.[26] Walt decided that the fairies were the unifying theme he had been looking for all along. Once that decision was made, in January 1939, Walt knew that the bug orchestra had to go.[27]

The authors of the bug orchestra, Don Christensen, Lloyd Harting, and Walt Scott, must have been saddened by the decision. Particularly heartbreaking was the fact that Walt Scott's arresting character designs would not make it to the screen this time around.



Various character studies for the members of the bug orchestra. Top right by Lloyd Harting, others by Don Christensen.

Walt Scott in 1940. Courtesy: Julie Svendsen.

FROM THE DOONKS TO THE DANCING MUSHROOMS

Walter Emil Scott was born in Sandusky, Ohio, on August 9, 1894, the third of four children born to railroad clerk Walter and his wife, Amelia. In 1916, Scott moved to Cleveland and studied art through night classes at the Cleveland School of Art. While at school, he met fellow artist Joseph Jicha, and the two young men decided to set up their own commercial art studio. Several years later, Walt joined the staff of *The Cleveland Press*, before moving to its competitor, *The Plain Dealer*, in 1922, where he met the man who would become his mentor, nationally known artist and *Plain Dealer* art director, Gordon Barrick. "What little I know about art came from the teaching, patience and kindness of 'Doc' Barrick," Scott recalled many years later.[28]

While most of Walt's early drawings for *The Plain Dealer*, like his illustrations for the strip *Dramatic Events in Bible History* by Harlowe R. Hoyt, are not particularly memorable, one gets a sense of Scott's talent from the cover he created for the October 24, 1926, issue of *The Plain Dealer Fiction Magazine*. The drawing featured four gnome-like characters with huge ears. By 1933, those characters, known as "The Doonks," were the heroes of the Sunday comic page.

In 1935, after thirteen years on the staff of *The Plain Dealer*, Scott joined the Newspaper Enterprise Association (NEA). It is likely thanks to the syndication efforts of the NEA that his drawings attracted the attention of the Disney Studio. By the end of 1938, Scott was exchanging friendly correspondence with George Drake, the head of the Studio's Inbetweening Department. On September 13, 1938, Walt Scott was convinced to move to California to join Disney's Layout Department.[29]

His boss at the Studio was Lloyd Harting. Lloyd must have noticed Scott's talent right away. Only a few weeks after arriving, Scott was involved in a *Fantasia* story meeting. Despite being new, Scott was not shy: while others would have hesitated to voice their opinion in front of Walt Disney, Scott contributed at least one suggestion during the meeting. "On the Chinese Dance, could we use a background of black with subdued designs of grasses . . . and yet we wouldn't start any action." The idea was greeted warmly by the other artists.[30]

This sketch by Lloyd Harting for *Ballet des Fleurs*, an abandoned Silly Symphony whose themes inspired *The Nutracker Suite* sequence, features some characters oddly similar to the Doonks created by Walt Scott.

Character studies by Don Christensen for the members of the bug orchestra.

Scott did not lose time in putting his idea to the test. The artwork he created for the *Chinese Dance* and *Russian Dance* sections of *The Nutcracker Suite* rank among some of the most arresting paintings developed by Disney's concept artists over the years. The Chinese Dance drawings, which seem inspired both by Chinese lacquer screen art and by art deco motifs, are powerful examples of the color and the masterful design that distinguished Scott's work.

Walt Disney took note. By December 1938, Scott had taken over the design of the bug orchestra, with Lloyd Harting and Don Christensen being assigned to other projects.[31] Like most of his concept art colleagues at the Studio, Scott must have been a busy man in those days. Not only did he contribute to at least three sections of *The Nutcracker Suite*, he was also involved in two other *Fantasia* sequences: *Toccata and Fugue in D*

Minor and *Night on Bald Mountain*. In his concept sketches for *Night on Bald Mountain*, he integrated some characters oddly similar to the Doonks.

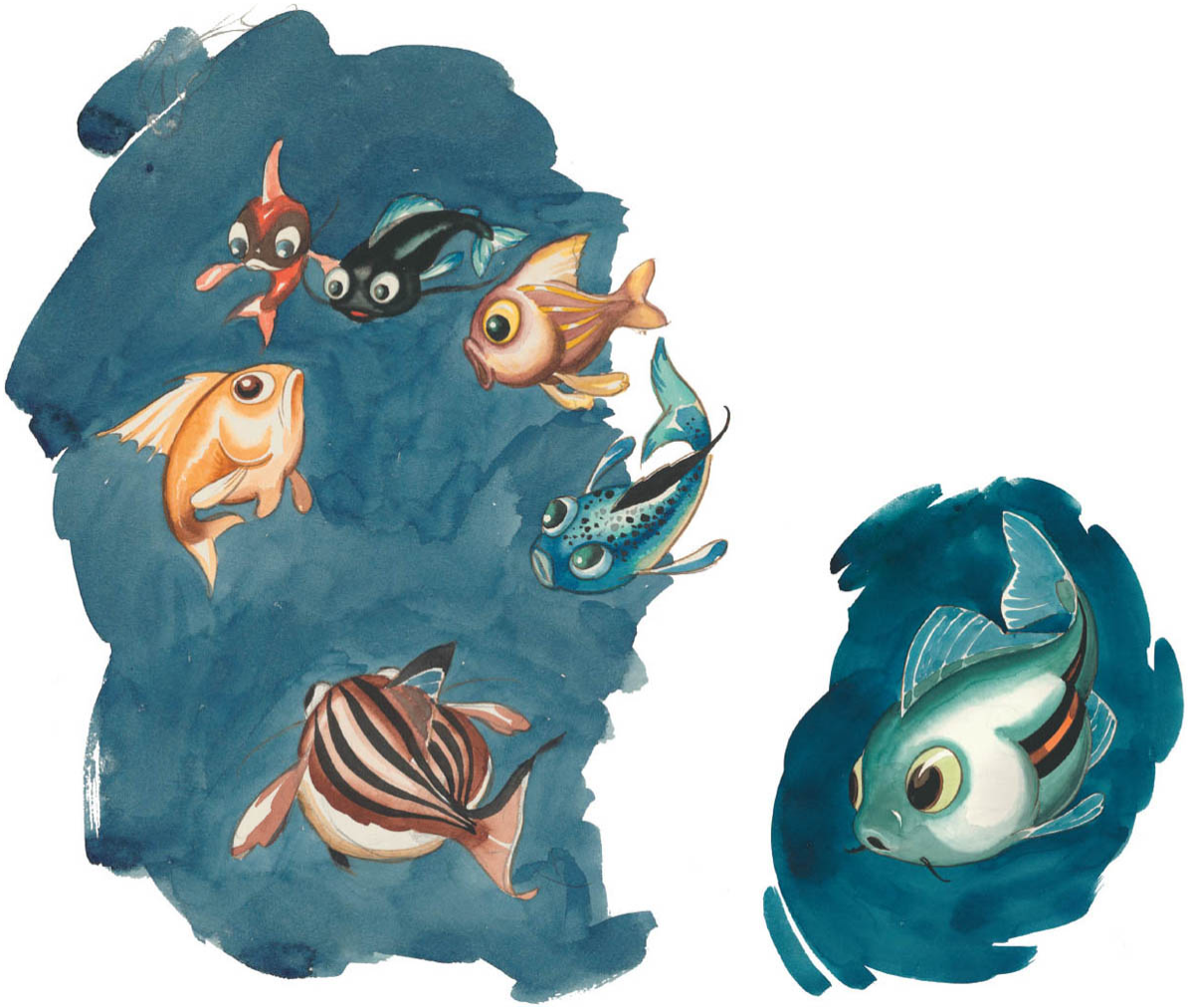
After *Fantasia*, the tall, mustached, and blue-eyed artist probably worked on *Bambi* and *Dumbo*, as he claimed in later years, but unfortunately none of the art from those two movies can be easily attributed to him.

In May 1941, the Screen Cartoonists Guild voted to launch a strike at the Disney Studio, after the firing of star animator Art Babbitt. The traumatic strike lasted until July and put an end to Scott's Disney career. He was laid off on September 12, 1941, like many at the Studio, including Don Christensen and Lloyd Harting. The bug orchestra team was no more.

Shortly after leaving the Studio, Scott formed 801 Productions with his former Disney colleagues George Drake, Jack Bradbury, and Norman Wright. The company, which intended to produce a cartoon based on the adventures of a clown-boxer named Weary Willie, did not go anywhere.[32]

In 1943 Walt Scott returned to the NEA, drawing several comic strips for them throughout the years, including *Captain Easy* (as an assistant to Les Turner), *The Magic Egg, The Little Blue Duck*, and *The Animals' Christmas*. His Little People characters, the decedents of the Doonks, which appeared in some of his Christmas stories of the 1950s, were converted into a *Little People* Sunday strip in 1952. Walt Scott was still working on the *Little People* strip and its companion series *Huckleberry Hollow* in December 17, 1970, when he passed away in Rocky River, a suburb of Cleveland.

The shadow of director Leopold Stokowski helps give a sense of scale to the bug orchestra in this concept piece by Lloyd Harting.



Fanciful concepts by Walt Scott for the fish in *Pinocchio* (1940).

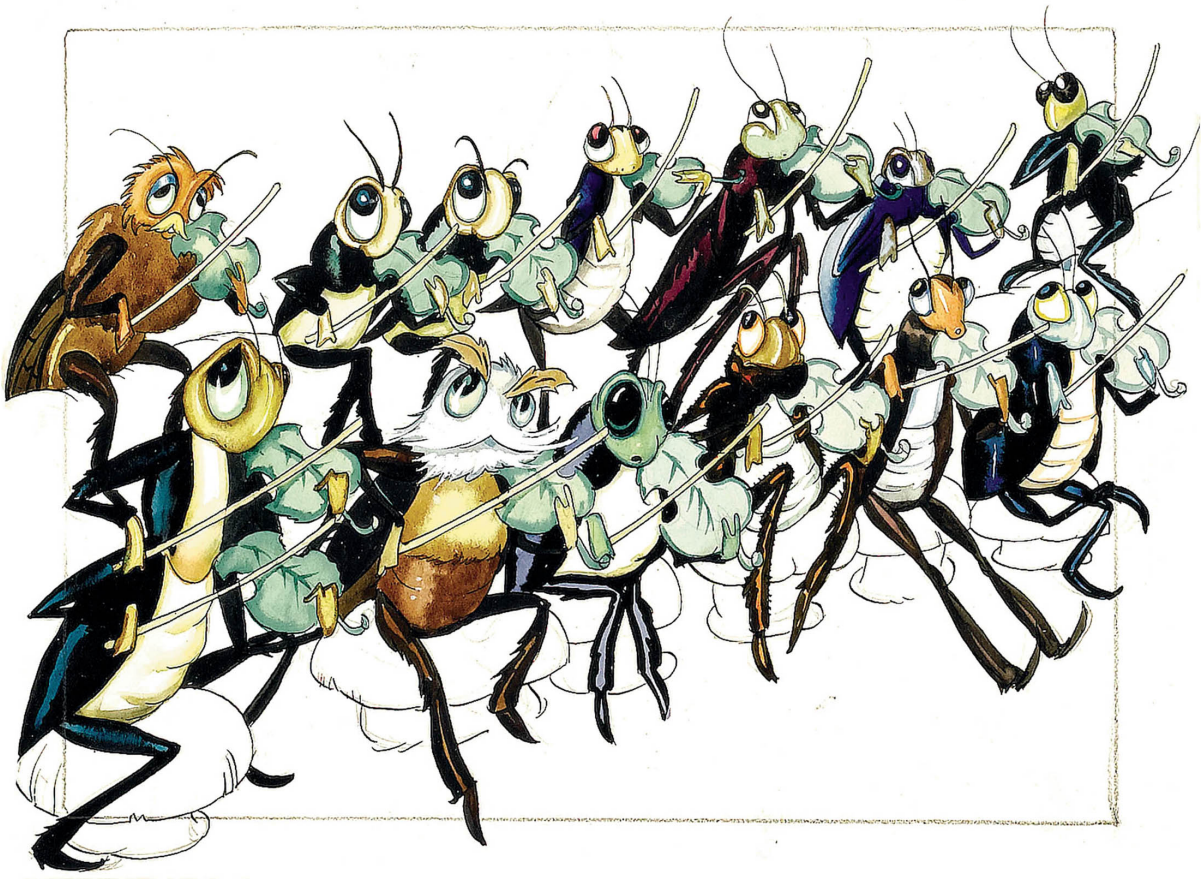
Fanciful concepts by Walt Scott for the fish in *Pinocchio* (1940).

Colorful designs by Walt Scott for the *Toccata and Fugue in D Minor* sequence in *Fantasia* (1940).

Characters from the bug orchestra by Walt Scott. This beautiful sequence, created as part of “The Nutcracker Suite” in *Fantasia*, never made it to the screen.

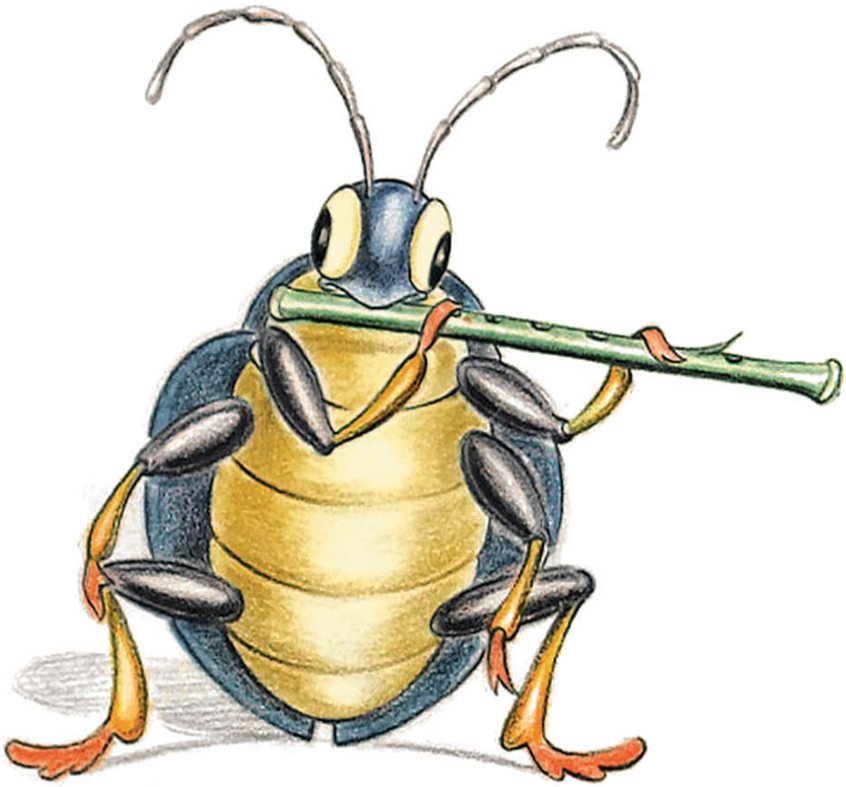
Characters from the bug orchestra by Walt Scott. This beautiful sequence, created as part of "The Nutcracker Suite" in *Fantasia*, never made it to the screen.

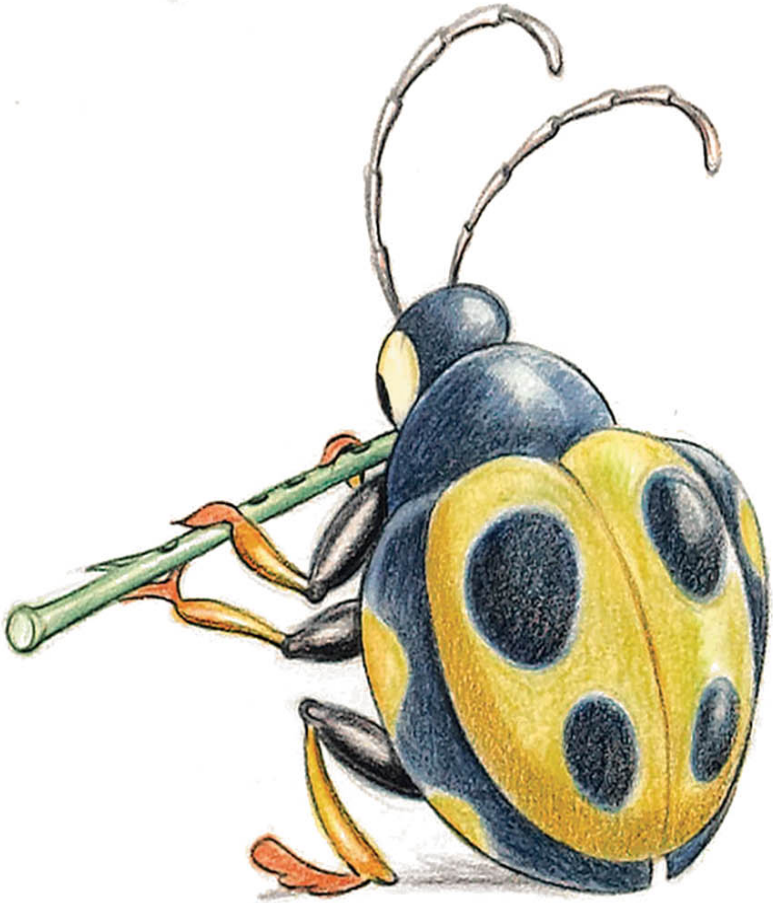
Courtesy David Tosh/Heritage Auctions.



Characters from the bug orchestra by Walt Scott. This beautiful sequence, created as part of "The Nutcracker Suite" in *Fantasia*, never made it to the screen.

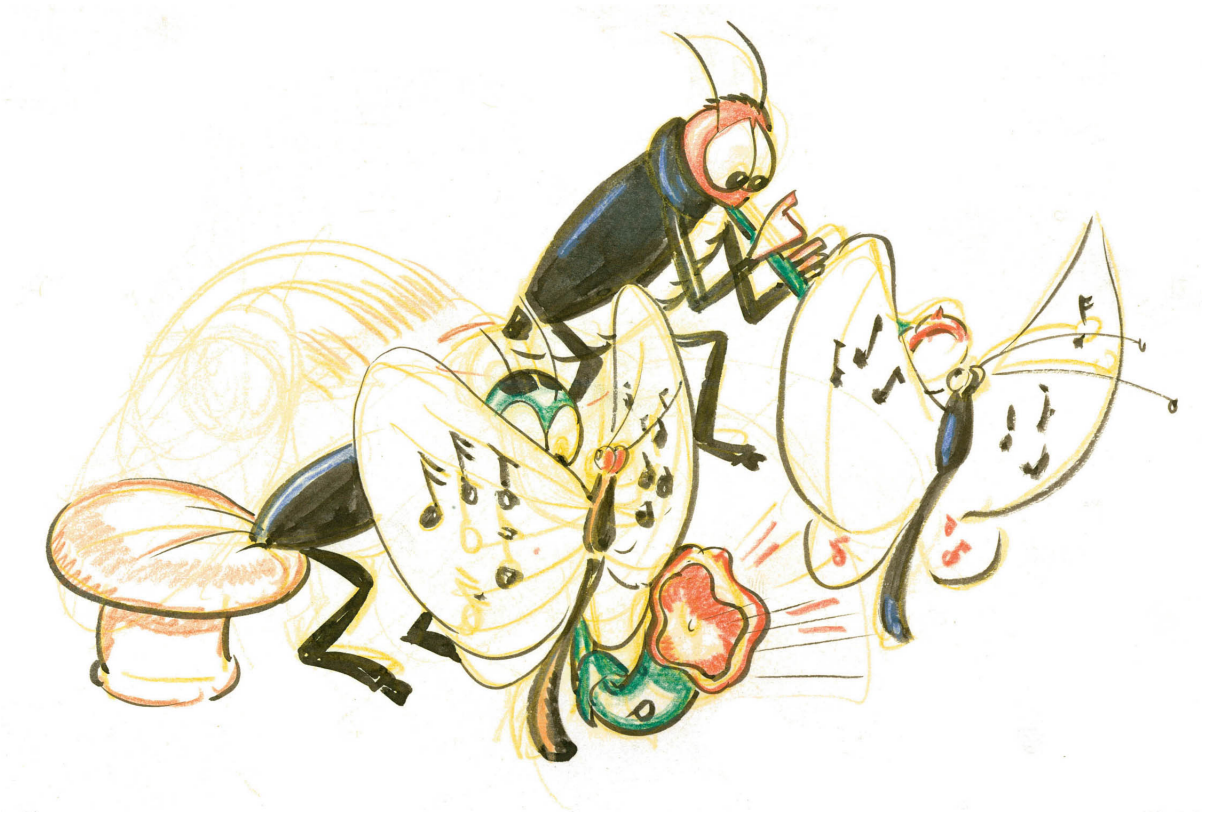
Courtesy David Tosh/Heritage Auctions.





Characters from the bug orchestra by Walt Scott. This beautiful sequence, created as part of "The Nutcracker Suite" in *Fantasia*, never made it to the screen.

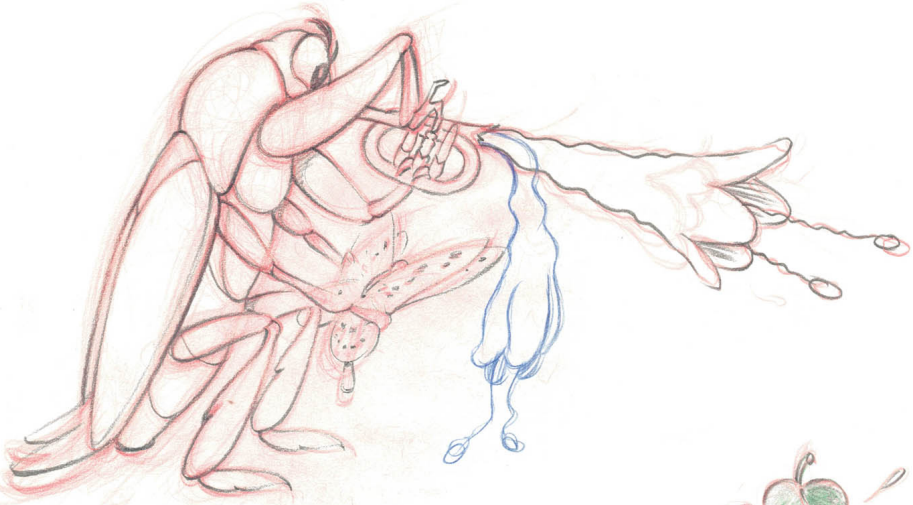
Courtesy David Tosh/Heritage Auctions.



Characters from the bug orchestra by Walt Scott. This beautiful sequence, created as part of "The Nutcracker Suite" in *Fantasia*, never made it to the screen.

Coutesy Bob Cowan.

Characters from the bug orchestra by Walt Scott. This beautiful sequence, created as part of “The Nutcracker Suite” in *Fantasia*, never made it to the screen.



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Courtesy Pete Merolo.

Characters from the bug orchestra by Walt Scott. This beautiful sequence, created as part of "The Nutcracker Suite" in *Fantasia*, never made it to the screen.

Courtesy David Tosh/Heritage Auctions.

Early concepts for the Chinese Dance and Dance of the Flutes sections of *The Nutcracker Suite* in *Fantasia*. In addition to the mushrooms, the early concepts included a "mandarin" frog, Chinese dragons, and dancing poppy girls.

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Early concepts for the Chinese Dance and Dance of the Flutes sections of *The Nutcracker Suite* in *Fantasia*. In addition to the mushrooms, the early concepts included a "mandarin" frog, Chinese dragons, and dancing poppy girls.

Concepts by Walt Scott for the Russian Dance section of *The Nutcracker Suite* in *Fantasia*.

Concepts by Walt Scott for the Russian Dance section of *The Nutcracker Suite* in *Fantasia*.

Concepts by Walt Scott for the Russian Dance section of *The Nutcracker Suite* in *Fantasia*.

Courtesy: David Tosh/Heritage Auctions.

This painting created for *Night on Bald Mountain* in *Fantasia* features characters very similar to those from Walt Scott's series *The Doonks*.

2

KAY NIELSEN

"I'd known his work from books and he was a natural. At that time we were doing Fantasia, *and* Bald Mountain*; he was born for it."*

—JOE GRANT ABOUT KAY NIELSEN

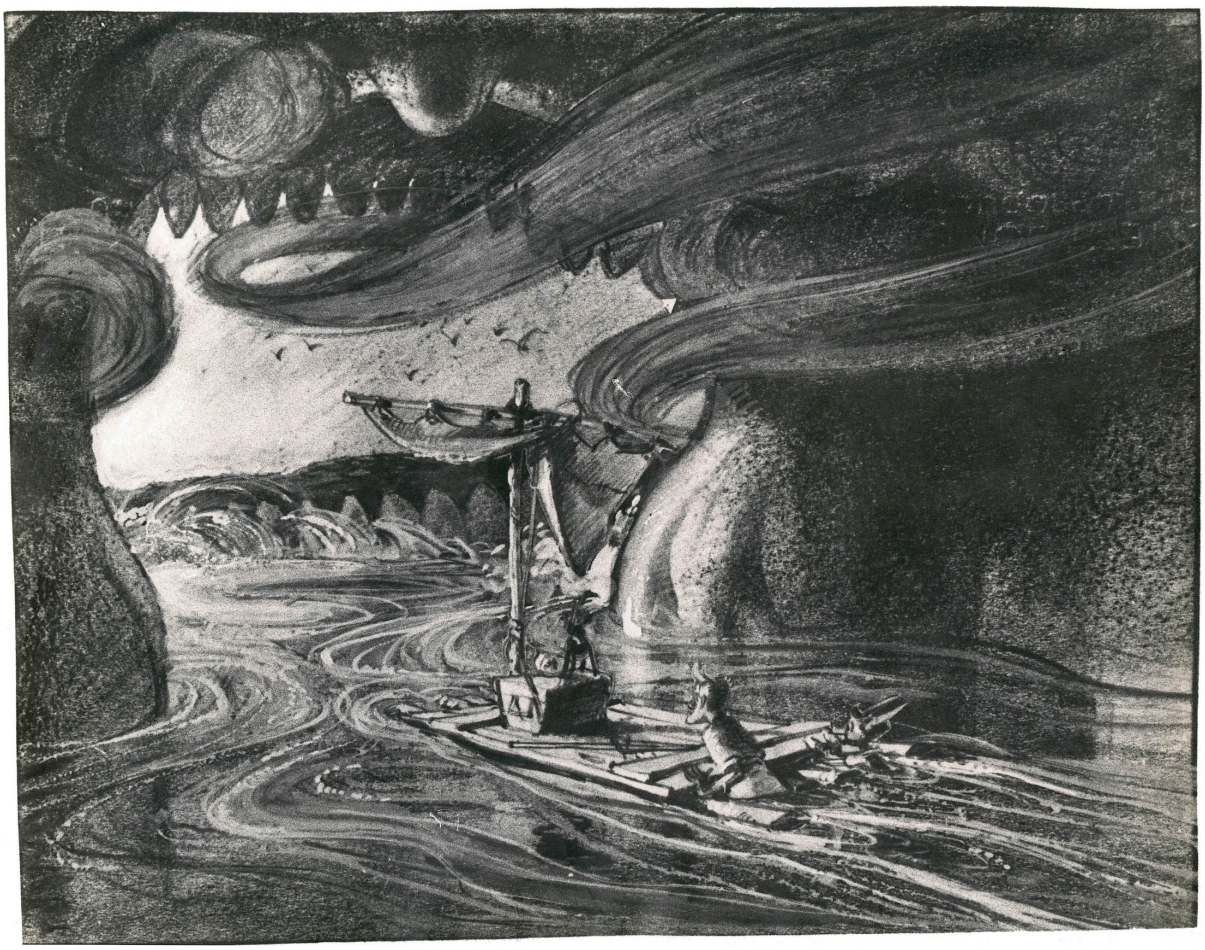
There was a sense of anticipation in the headline of the short article that appeared in the Disney Studio newsletter on January 13, 1939. *The Bulletin* announced a much anticipated arrival.

> Kay Nielsen Joins Staff. Added to the staff of the Concert Feature [*Fantasia*] on January 9th was Kay Nielsen. Mr. Nielsen is internationally known as an illustrator of fine books. Among those he has done are editions of *A Thousand and One Nights*, and *Hans Christian Andersen's Fairy Tales*, both of which are collector items. Five of his books are now in the Studio library.[33]

The Danish Kay Rasmus Nielsen was indeed among the most famous children's book illustrators of the early twentieth century. His success at Disney should have been a given, and yet things did not go as planned.

In an autobiographical sketch released in 1930 in *Contemporary Illustrators of Children's Books*, Nielsen wrote the following:

> I was born in Copenhagen [Denmark], the 12th of March 1886. Both my father and mother were artists. My father, Professor Martinius Nielsen, was in his youth an actor in the classical repertoire. He became the leading and managing director of the Dagmar Theater in Copenhagen, which under his directorate became the modern literary stage.
>
> My mother, Oda Nielsen, was actress to the court of the Royal Theater in Copenhagen. In her youth she lived in Paris and brought home the great French repertoire from the eighties. Later she joined the Dagmar Theater and the repertoire thereon. Her love for the French she kept in her song (repertoire Yvette Gilbert) and she also became the interpretress of the songs of the Old Danish folklore.
>
> In this tense atmosphere of art, I was brought up. I remember such men as Ibsen, Bjornsen, Lie, Grieg, Sinding, Brandes and many others probably unknown to the American public. Since early boyhood I have been drawing. When the Sagas were read to me I drew down the people therein. Anything I heard about I tried to put in situations on paper. I heard much and saw much concerning art, but I never really intended to be an artist myself.



This scene study in the style of Kay Nielsen suggests that the Danish artist may have worked briefly on *Pinocchio*. Courtesy: Pierre Lambert.

When I was twelve years of age I was taken out of school and given my own teachers. I had a vague idea of being a medical man, but when I was seventeen I suddenly broke off from books and went to Paris to study art.

I lived in Paris at Montparnasse for seven years and I frequented several schools of art. First the "Académie Julien" under Jean Paul Laurence; thereafter "Collarossi" under Christian Krohg, and several others; the last was Lucien Simon. I worked and lived in the usual routine of French school life, always working from nature, but in my hours away from the school I did drawings out of my imagination; among these, *The Book of Death* (unpublished). Or, inspired from reading, I did drawings to Heine, Verlaine, and Hans [Christian] Andersen. These drawings, most of them done in black and white, became numerous . . .

In 1911 I left Paris for London. In 1912 I had my first show held by Dowdeswell and Dowdeswell, consisting of the drawings done in my Paris days. After this I worked for England entirely.

From 1918–1922 I worked on a Danish translation from the original *Thousand Nights and a Night* (Arabian Nights), unpublished, and in the same period I did a series of settings for the Royal Theater in Copenhagen: Shakespeare, *The Tempest*; Oehlenschlaeger, *Aladdin*; Sibelius, *Scaramouche*; Magnussen, *The Dream of the Poet*.

> I was brought up in a classical view concerning art, but I remember I loved the Chinese drawings and carvings in my mother's room brought home from China by her father. And this love for the works of Art from the East has followed me. My artistic wandering started with the early Italians over Persia, India, to China.[34]

This short autobiography, however, neglects to mention the most important aspect of Nielsen's career: his work as an illustrator. Following Nielsen's first illustration exhibition in 1912, the most conspicuous of British critics, Sir Claude Phillips, published an appreciation of Nielsen's work, which was largely responsible for his immediate vogue. The following year, Nielsen was asked by Ernest Brown, the founder of the Leicester Galleries of Brown and Phillips in London, to illustrate his first book, *In Powder and Crinoline*. The book of old French fairy tales, retold by Sir Arthur Quiller-Couch, was released in England in 1913, and later in America under the title *The Twelve Dancing Princesses*. In 1914 his second illustrated book, *East of the Sun, West of the Moon: Old Tales from the North*, appeared.

Nielsen's career as a book illustrator was interrupted by World War I. His next two books, *Hans Christian Andersen's Fairy Tales* and *Hansel and Gretel and Other Stories from the Brothers Grimm*, weren't released for another ten years, in 1924 and 1925, respectively. His last illustrated volume, *Red Magic*, was published in 1930.[35]

A STRANGER IN A STRANGE LAND

By the mid-1930s Nielsen was world famous, both for his illustrations and for his work in stage design for the theater. In 1936, he and his collaborator, Danish actor and director Johannes Poulsen, were invited by the Festival Association of California to stage Max Reinhardt's *Everyman* at the Hollywood Bowl. Nielsen traveled to America aboard the SS *Europa*, arriving in New York on August 7, 1936.[36]

Following the premiere of *Everyman* on September 10, 1936, Nielsen decided to stay in the United States as long as he could, even though his work visa was about to expire. On May 10, 1937, he wrote to a man he had met on the SS *Europa*, banker Charles Fisk of the Irving Trust Company, to ask for help.

> I am at present working on some theatrical designs—sets and costumes for a play [*I Am Different*] by Zoë Akins [and Lili Hatvany]—to be produced in all probability in New York by William Harris, Jr; and after this I have another play to be done in October. Besides these works I have a contract pending for the most important work which I expect to undertake in this country. This contract calls for thirty-two drawings to be done in the U.S.A. for American publishers, but it is being promoted by a Canadian, Major E.L. McCormick of the McCormick Syndicated Publications . . . These are the works I am supposed to do, and which can only be done satisfactorily if I stay in this country, but while the contracts are drawn and terms settled, they are not yet signed and therefore I am afraid the extension will not be given on these grounds.
>
> Therefore I am taking advantage of your kind promise to help me as it would be almost fatal for me to have to leave on the 7th of June before doing the plays in question and before settling, finally, with the McCormick Syndicate.[37]

While the visa extension was granted, luck was not fully on Nielsen's side. Both 1937 and 1938 were years of economic downturn within the Great Depression itself, and none of Kay's projects were coming to fruition. On November 13, 1937, Nielsen wrote playwright Alice Kauser, admitting that he was starting to despair and was considering leaving America.

> You showed a charming interest in my drawings of the *Arabian Nights* and introduced them in the movie world in Hollywood as you thought it might lead to work for me in the pictures. I have now been here fifteen months but Hollywood has not reacted. Neither did the McCormick project go through: you remember the Colleen Moore [Dollhouse] features? Things have come to a standstill and naturally this cannot go on forever, and before I leave this country I think it necessary to approach my own line, namely the publishers and the book world.[38]

But once again work was nowhere to be found, and a year later Nielsen recognized that he was running out of viable options. On December 12, 1938, he wrote to San Francisco gallery owner Guthrie Courvoisier: "As I am about to leave the United States, I think it wise to arrange with some dealer in the West to represent me in this territory."[39]

Kay Nielsen (left) and Bill Wallett studying a storyboard of *Night on Bald Mountain*.

THE SOMBER DANE AT DISNEY

A few days later, Nielsen decided to try his luck one last time, taking his portfolio to the Disney Studio. Joe Grant, who headed Disney's Character Model Department, remembered the visit.

> Kay Nielsen applied at the front door. Somebody showed [his art] to me, and I said, "Jesus, this guy's great!" He came in at the right time for *Bald Mountain*. Maybe it's my imagination but everything seemed to come together at the right time.
>
> One look at his work . . . I'd known his work from books and he was a natural. At that time we were doing *Fantasia*, and "Bald Mountain"; he was born for it. He was the most wonderful guy you could ever have met: sweet and tolerant, extremely talented and quiet. Kay's line, one most often heard, whenever you said anything to him was, "Well, yes." That was it. You'd hear, "Well, yes," thousands of times. He wasn't one to argue a point particularly, but he could illustrate it so well, and usually won over what was necessary.[40]

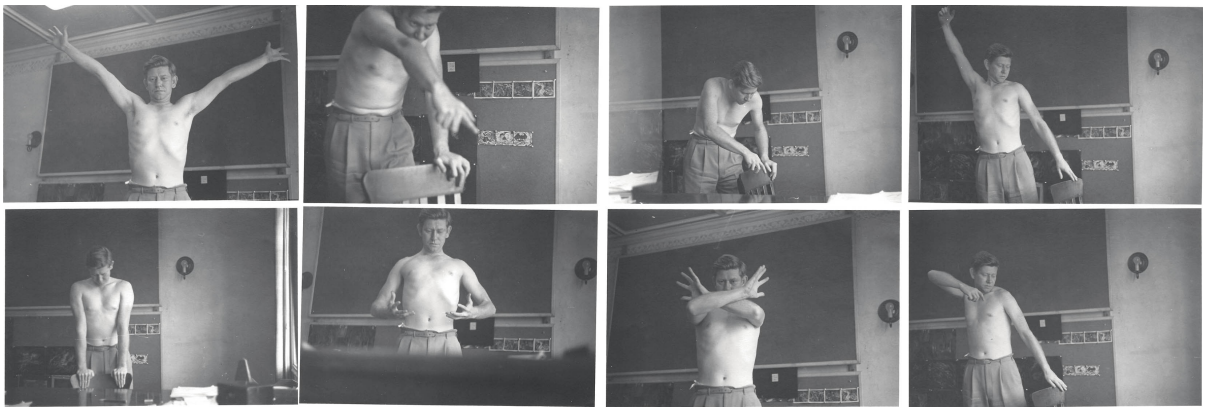
By January 3, 1939, Kay wrote to a friend: "Here I am again—confusingly enough, still in Hollywood. But as I was about to enter the train, Disney had another idea, and all of a sudden I found myself one of the Disneys, and I am starting work there the ninth of this month."[41]

He was not the only one delighted at the news: several of the Disney artists were, too. "We knew that Kay Nielsen was coming in," explained artist Bob Jones. "We were all very excited. We were so hyped up, in our department, to meet this famous artist. And it was delightful because he was like a little boy. He was so hyped up at coming to a famous studio. Kay Nielsen was a gentle, kind man with an amazing talent."[42]

Nielsen was assigned to *Fantasia*, and while he created the odd concept pieces for the *Pastoral Symphony, Rite of Spring* and *Ave Maria* sequences, his focus was on one of the final sections of the movie—*Night on Bald Mountain*. The job he did on it was recognized for what it was: sheer perfection. So much so that director Wilfred Jackson was immediately impressed when he was assigned to direct the sequence, fairly late in the game.

All of a sudden I was taken off of [the projected *Wind in the Willows* picture] and sent up to pick up a sequence I was supposed to do on the *Fantasia* picture. I was in Kay Nielsen's room [which Nielsen shared with artist Bill Wallett]. Bill Wallett could imitate Nielsen's style really well, and he made most of the action sketches. There was nothing for a director to do but take the [story]board and make a motion picture out of it. The music was all pre-scored and even had a reading on the music work; all the different instruments were there. The exposure sheets were this wide. And they had the bass and everything. I was floored. The whole thing was worked out. It turned out that what I was supposed to do is do it in a short length of time. At that time the sketches of Kay Nielsen's and Bill Wallett's were accepted as to what it was to look like. That was set. T-bone [studio nickname for animator Bill Tytla] was given the job of taking those paintings and making his animation like them.[43]

Two of the drawings by Nielsen that inspired Wilfred Jackson and Bill Tytla.



Director Wilfred Jackson, inspired by Nielsen's iconic drawings, which appear in the background, explains to animator Bill Tytla what he has in mind for the animation of Chernabog, the "devil" in *Night on Bald Mountain*. Courtesy: Natha Horbach.

Tytla's animation of the evil Chernabog in *Night on Bald Mountain* became his masterpiece and one of the all-time highlights of Disney animation. Nielsen would also be remembered forever for his arresting work on this dark and powerful sequence.

Creatively Nielsen was at the top of his game, but all was not well from his standpoint. First was the question of his wife, Ulla, who was still living in Denmark. With the political situation deteriorating each day in Europe and now that stable employment was in sight, Nielsen wanted her to join him in the United States. But that could not happen without Nielsen obtaining a long-term contract at the Studio. On May 31, Nielsen wrote Joe Grant.

> While I have no wish to tie myself or to request to tie yourself to me for a year or any definite period of time, it will be necessary, as I pointed out before to [head of Story Research] John Rose, to have some agreement which will be in the nature of a contract, so the Government will be justified in issuing a quota number to my wife for residence here, as it has now become necessary for me to settle myself and my family if I am to remain in this country.[44]

But luck was not on his side. As the war closed foreign territories to Disney releases, the Studio looked for ways to limit the cost of future productions. Kay found that his detailed perfectionism, once so valuable on *Fantasia*, was now viewed as a liability. "Everything that man did was great," explained his colleague Campbell Grant. "But you couldn't hurry him. He just worked at his own speed, and if the efficiency expert came around and tried to bug him, he just wouldn't talk to him."[45]

"Kay is a perfectionist," added his friend Jasmine Britton in the following portrait she wrote for the magazine *The Horn Book*, dated May–June 1945.

He is exacting, meticulous; he brings rare detachment in judgment to his art. For this reason, he works slowly, but with driving perseverance. He will not let go of an art problem until he gets it, in sweltering heat, midnight, Saturdays, Sundays, even on Christmas day . . . On and on his ideal drives him. Intensely serious, silently looking and looking, a somber Dane, he shakes his head over the problem . . . When he submits a picture for the first time, he is doubtful and nervous. It is something like stage fright.

Like many artists, Kay enjoyed strong aesthetic values that prevented him from embracing the new production deadlines enacted by the Studio to keep itself solvent as the war expanded in Europe. He tried to explain this to Joe Grant.

As you may have observed, during my time with you I have tried in every way to adapt myself to the daily work at the studio, and faithfully keep the rules; but your routine is very foreign to me—as different as thinkable to the working habits of a lifetime. Naturally I have done the best I could with the work given me, but in the past I have always needed as much time, and sometimes more, for planning my work and thinking it out as for the actual execution of it; and under the conditions at Disney's I am afraid this can never be the same. I have felt the pressure resulting from the need of quick action, which has left too little time in which to think and plan. Also, as I have always been very concentrated in my efforts while executing a work given me, it has not been easy for me to "take it easy" at the studio. Consequently the long hours are perhaps more fatiguing to me than they would be to another who can occasionally relax during them. That is why I think it would be wise to arrange for shorter hours at the studio in order to get better results out of me.

During my whole life I have worked only for the results, not thinking of time, but at Disney's the work is subject to the time element, while before the time was subject to the work; and in order to be more successful I should need a little more time to myself in which to work out my ideas before I actually try to put them on paper. I also should be less tired and come to the work more refreshed.[46]

And there was the question of the salary. Joe Grant was unable to get Kay a salary increase, nor was he able to address his concerns about the workload.

The Studio did help with Ulla's move to the United States though, despite the fact that "it was difficult to get Mrs. Nielsen over at the beginning of the war," as Joe Grant explained to Disney historian Robin Allan.[47] Ulla arrived in America aboard the MS *Gripsholm* in November of 1939.[48]

Character studies for *Night on Bald Mountain*. Courtesy: Pete Merolo.

For a brief time, things were looking up for Kay. In addition to working on *Fantasia*, in the first half on 1940 he created a few storyboard drawings for *The Reluctant Dragon* animated short (which in 1941 became part of the movie of the same name). Walt loved them.

> I liked the sketch that Kay Nielsen drew up of the dragon's cave with the big rocks and the kid peeking in the cave. I like the design. It feels like a dragon could come out of it. It's a cute picture with the

kid looking in the place, but the dragon is somewhere else. The audience hears the singing too, but they don't know where it's coming from.

Walt rarely expressed his appreciation for specific drawings and specific artists (as opposed to specific story ideas), which gives particular weight to this statement.[49]

But this blissful period did not last long. On June 29, 1940, Nielsen was laid off, a victim of the Studio's belt-tightening.

This painting in the style of Kay Nielsen might be the only known example of Nielsen's work on *Alice in Wonderland*.

THE SWAN, THE VALKYRIES, AND THE MERMAID

Three months after his departure, on September 30, 1940, he was rehired. His contract specified that he was to tackle two projects: *Alice in Wonderland* and *Penelope*, a story written by Joe Grant and storyman Dick Huemer.[50] Both projects were quickly shelved, however, only to be resurrected after World War II.

This might have marked the quick end of Kay's return to the Studio, but thankfully Walt Disney was so confident in the future success of *Fantasia* that he was now hard at work on various new musical segments that could be incorporated into an updated version of the movie. Nielsen was part of the team tasked with making this dream a reality. And as if this wasn't enough, he was also asked to develop storyboards for an adaption of Hans Christian Andersen's tale of *The Little Mermaid*. On December 22, 1940, Nielsen wrote his friend playwright Zoë Akins about the goings-on at the Studio.

> I have been very nervous and uncertain regarding everything here at the Studio, working away, but knowing nothing. But last Wednesday they had a meeting in this unit—I was not present—but Walt appointed me to two wonderful pieces of music: Sibelius' "Swan of Tuonela" and [Wagner's] "The Ride of the Valkyries" and there was great excitement because he was going to do them and give them to us! So it looks as things were settled, but one never knows, ever. I stay scared. I can't help it . . . But if it goes as it looks it looks promising. They are wonderful things to do and after all it is very wonderful to have such things thrown into your lap: Andersen, Sibelius and Wagner. Where could it happen but here? So we hope it goes.[51]

A few days later, around Christmas, Nielsen wrote Akins again.

> We are all right, only we are deadly tired—now the dentist is over—it was a hard one—it ruined all my weekends for three months. Tomorrow I am to have the first conference on "The Swan of Tuonela." I have got Bill [Wallett] back, and he is going to work with me on that music—and it is wonderful music too—only I wish I was not quite so tired. I have done too much—or worked too hard on *The Little Mermaid*. But I hope this will be good—it ought to. I seem to

be the somber note at that place. God knows whether they really like it—and I have not yet heard anything about the new contract. Strange, one must admit.[52]

The story conference that Kay was expecting to take place the next day was postponed to January 27 and was combined with a discussion of *Ride of the Valkyries*. By then, Nielsen had already found out that he would not tackle *The Swan of Tuonela* after all, but had been assigned, along with Bill Wallett, to create story sketches for *Valkyries*.[53] During the story session, director Sam Armstrong declared that he wanted Kay and Bill to go ahead with more sketches of the *Valkyries*. Walt agreed and added, "Kay and Bill could start making some ruffs of how we might treat the Valkyries and how we might get the stuff over, with an eye to saving costs but getting effective results."[54]

But the roller-coaster ride was not over. In March 1941, Nielsen wrote to Zoë Akins: "I have found an arrangement with the Studio for four days a week, which is $115 and I am working on 'the Valkyries' for the moment."[55] Kay was also delighted to be working on *The Little Mermaid*, a story written by a fellow Dane, Hans Christian Andersen. In fact, during a story conference about the movie, held on April 16, 1941, the usually quiet Nielsen voiced his opinions with confidence.[56] John Rose also had Nielsen in mind to tackle two book projects he planned to present to Disney's licensee Random House: a version of the story of Ponce de Leon and the Fountain of Youth and a volume about American Indian folk tales and legends, which Nielsen would have developed along with fellow artist Phil Dike. Nielsen's plate was full.[57]

A month later, however, Nielsen was feeling discouraged once again: "Back to the Valkyries: they don't look like anything."[58] Of course, considering how arresting Nielsen's stylized drawings were, one can only attribute this bleak assessment to the "somber personality of the Dane" and to his odd kind of "stage fright."

Or was it that he was starting to see the writing on the wall?

Fantasia was released in November 1940 but failed to meet financial expectations. World War II impacted the Studio's bottom line as the market shrunk. And there were growing signs of labor trouble at the

Studio. The infamous Disney Studio strike began in the spring of 1941.

Nielsen's mood reflected the gathering storm. In May of 1941, he wrote to Zoë Akins: "I am rather low. The Valkyries are canned. We are still working on it just to get it. But when that is done, God knows what will happen. All the things I could and should work on are all off. H.C. Andersen too. So I may be out again."[59]

The only known concept drawing by Kay Nielsen for "The Pastoral Symphony" sequence in *Fantasia*. Courtesy: The Walt Disney Family Museum.

On May 22, Walt organized what turned out to be the last story session on *The Little Mermaid*, before the project was permanently shelved. Nielsen's colleague and fellow concept artist Sylvia Holland contributed various ideas and seemed delighted to tackle such a rich story. But Nielsen was totally silent.[60]

That day or the following, Ulla wrote to Zoë Akins: "Kay is only working at Disney this week, then he is out. I dare not say 'fired' as it seemed to upset Mr. Hughes last time, but there we are. Walt told him yesterday, just before he left. It is strange: it seems to be whenever we buy chairs they evidently don't want us to sit down. But I hope we will be able to stay here, the place is so sweet now and Kay likes it."[61]

HARDSHIPS AND SLEEPING BEAUTY

Kay Nielsen left the Studio on May 23, 1941. The following years were years of hardship with almost no work and no income. Fortunately, a librarian of the Los Angeles school system, Jasmine Britton, became aware of the Nielsens' financial difficulties and in 1942 secured a commission for Nielsen to paint a mural in the library of the Central Junior High School in Los Angeles. In 1946, Nielsen painted another mural, *The Canticle of the Sun*, for Emerson Junior High School. But things were not improving and Ulla and Kay decided to move back to Denmark.[62] In January 1949, they boarded the SMS *Ernia* for Europe.[63]

Work in their home country was no more plentiful than in Los Angeles, and the weather was much worse. By the end of 1951, the Nielsens decided to move back to California.[64] They arrived in New York on March 1952 aboard the Swedish MS *Gripsholm* and immediately boarded a train to Los Angeles.[65]

Thankfully, Kay had kept in touch with some of his former Disney colleagues, among them the artist John Hench, who Nielsen described in 1951 as "a friend of mine from Disney, a sweet and dear boy—or maybe a young man—now Walt's highest executive—ten years ago a young painter with whom I worked the last time I was at Walt's. He was a darling and still is and has remained a firm friend of the two Nielsens." John had visited the couple in their retreat in Humlebak, Denmark, the previous year.[66]

At Disney, work had begun on *Sleeping Beauty*, a movie that Walt Disney envisioned as a "moving illustration." It must have been fairly easy for John to convince Walt to hire an illustrator he knew well to work on

the project. By December 1952, Kay Nielsen was again working for Disney on a European fairy tale. His beautiful and playful character designs were as stylized as ever, his storyboard drawings as dark as in the past. Unfortunately, his stay at the Studio was again a short one—Kay left Disney for the last time around April of 1953.[67]

Kay Nielsen passed away in utter poverty on June 21, 1957. Talent had been his since he was a kid. Luck, however, always eluded him.

Close to thirty years later, directors John Musker and Ron Clements convinced Disney management to green-light an animated version of *The Little Mermaid* (1989). At that point, recalled Musker, "[Story artist Vance Gerry] brought to our attention the legendary illustrator Kay Nielsen and the drawings he did [in 1941] for a proposed animated version of Andersen's fairy tale that were gathering dust in the Archives. Without Vance, we would never have known those fantastic drawings existed, drawings which helped inspire the handling of the storm sequence among other things."[68]

Artists—especially Disney artists—never die.

One of Nielsen's masterpieces: Chernabog in *Night on Bald Mountain*. Courtesy: Paul V. Lapidus, grandson of Disney artist Campbell Grant.

Night on Bald Mountain. Courtesy: The Walt Disney Family Museum.

Small character studies for *Night on Bald Mountain*. Courtesy: The Walt Disney Family Museum.

In this study of Chernabog by Nielsen, the influence of German artist Heinrich Kley is stronger than ever.

Character studies for *Night on Bald Mountain*. Courtesy: Pierre Lambert.

Character studies for *Night on Bald Mountain*. Courtesy: Pierre Lambert.

Study for the *Ave Maria* sequence in *Fantasia*, in the style of Kay Nielsen.

The stylistic influence of Asia is particularly obvious in this only-known example of Nielsen's work on *The Reluctant Dragon*. Courtesy: Gordon Grant.

The concept art pieces created by Kay Nielsen for *The Little Mermaid* in the early '40s ended up inspiring Disney artists more than forty years later.

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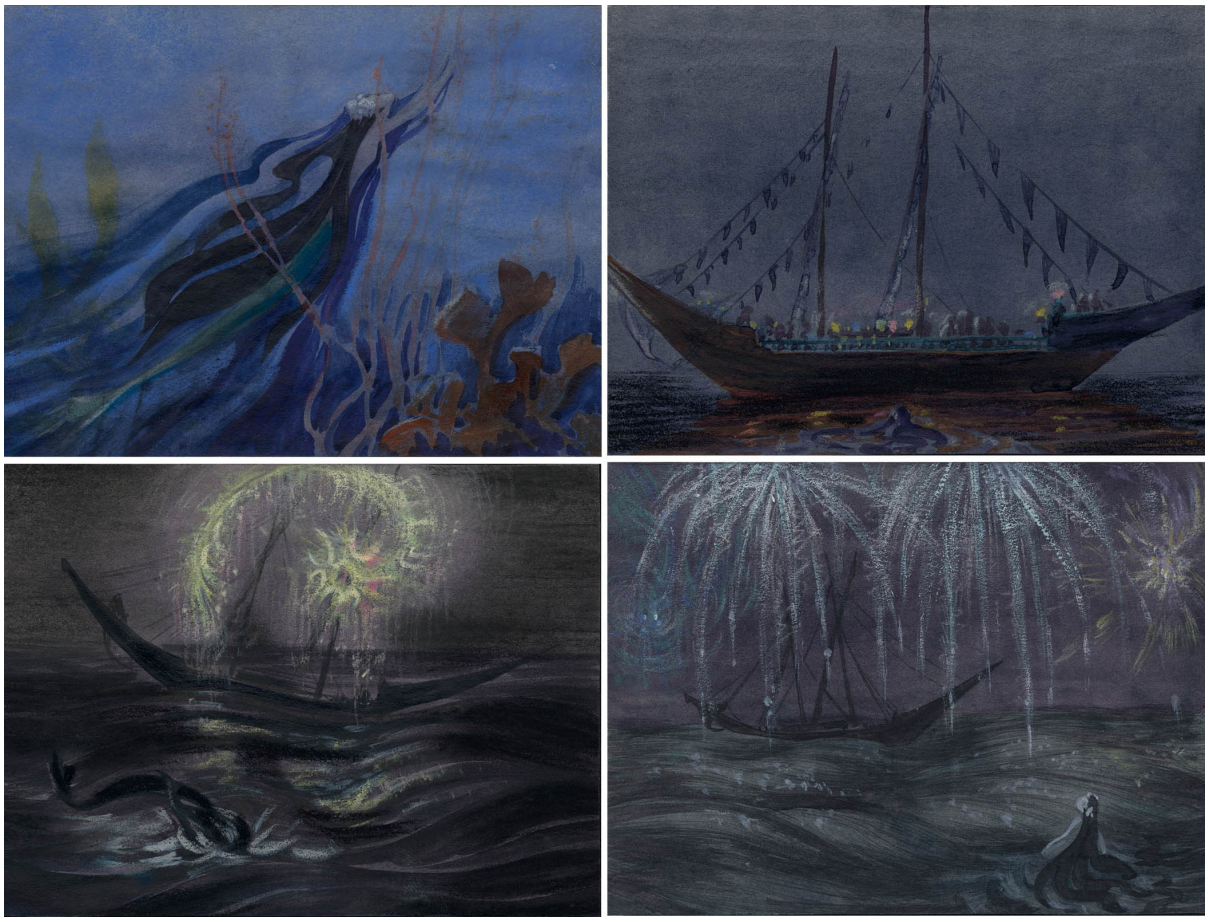


The concept art pieces created by Kay Nielsen for *The Little Mermaid* in the early '40s ended up inspiring Disney artists more than forty years later.

A beautiful color study by Nielsen for the unproduced *Ride of the Valkyries*. Courtesy: The Walt Disney Family Museum.

Studies for the *Ride of the Valkyries*.

Color studies for *Ride of the Valkyries*.

Color studies for *Ride of the Valkyries*.

Character studies for *Sleeping Beauty*.

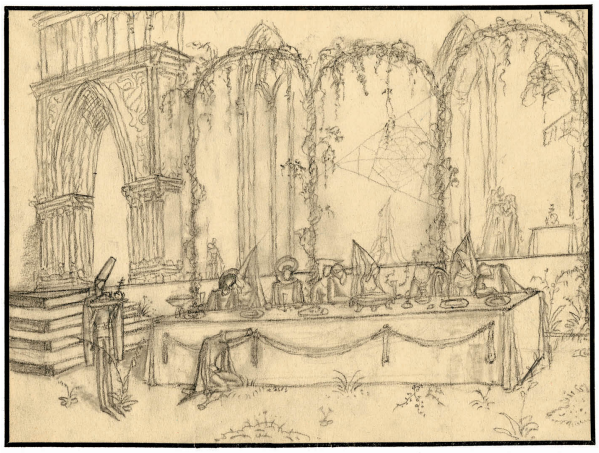
Character studies for *Sleeping Beauty*.

Background and scene studies for *Sleeping Beauty*.

Background and scene studies for *Sleeping Beauty*.

Background and scene studies for *Sleeping Beauty*.

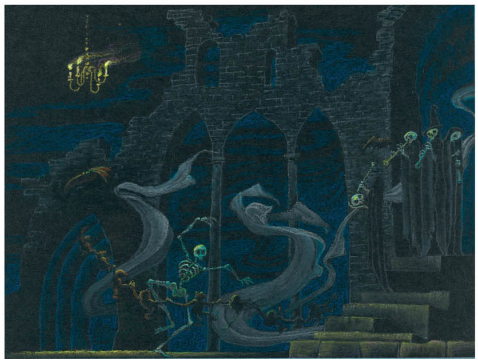
Courtesy: The Walt Disney Family Museum.



Background and scene studies for *Sleeping Beauty*.

Background and scene studies for *Sleeping Beauty*.

Courtesy: The Walt Disney Family Museum.



Background and scene studies for *Sleeping Beauty*.

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Courtesy: The Walt Disney Family Museum.

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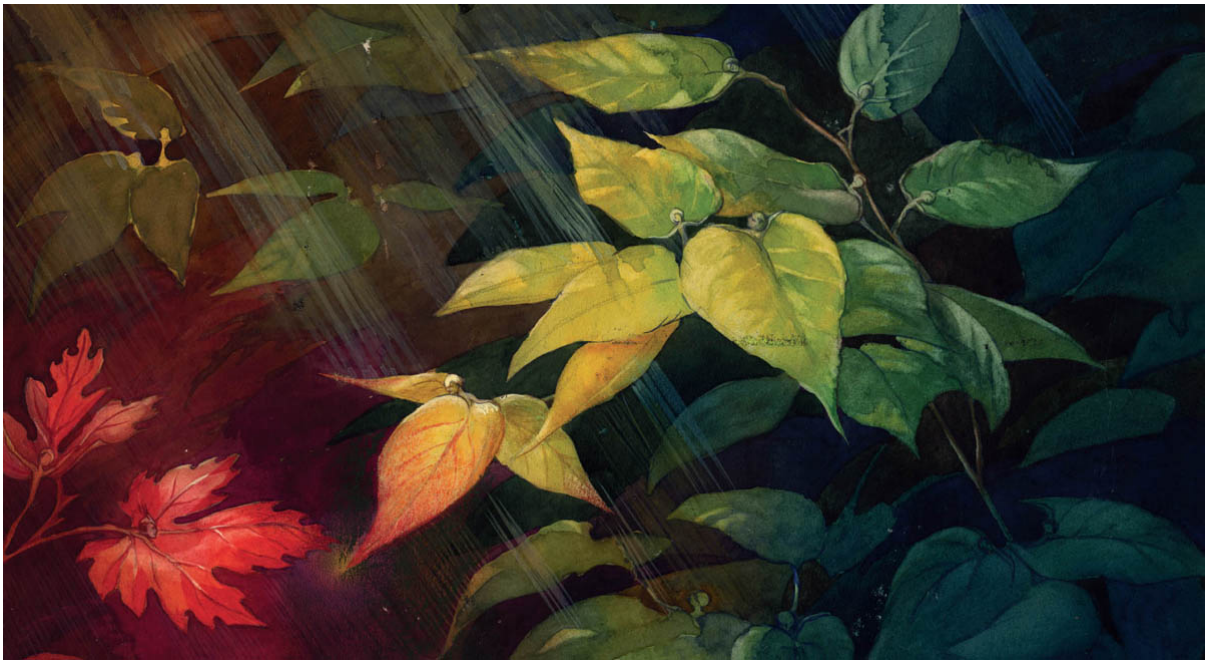


3

SYLVIA HOLLAND

"Walt was so impressed with her animal drawings that he hired her immediately to work in the Story Department."

—THEO HALLADAY ABOUT HER MOTHER, SYLVIA MOBERLY HOLLAND

Sylvia Holland studying flowers during the making of *The Nutcracker Suite* for *Fantasia*. Courtesy: Theo and Laura Halladay.

The spirit and culture of the times shaped the lives and careers of Disney artists. In 1935, evolving attitudes toward women helped Bianca Majolie become Disney's first female story artist, paving the way for the hiring of Sylvia Holland. A few years later, labor unrest in Hollywood almost destroyed the Disney Studio and profoundly impacted the career of the versatile Holland.

Sylvia was a jack-of-all-trades who could tackle any assignment with ease. During her time at Disney, she handled story direction, story research, script writing, art direction, scene timing, and more. Her artistic style ranged from the realistic to the ethereal and from cartoony story ideas to majestic designs. Had her career not been cut short, she would probably have become Disney's first female director.

Sylvia's Disney career was marked by an overarching theme: music. She joined the Studio when Walt started working on *Fantasia* and left when the musical years were winding down. Along with composer Ed Plumb, she was one of the creative forces of those years.

Sylvia Moberly was born on July 20, 1900, in the tiny village of Ampfield, near Winchester, England. Music was part of her life from day one: her father, Edward Moberly, was a music-loving vicar of aristocratic background. Her mother was the daughter of the village miller.[69] "It was a very interesting combination," explained her daughter, Theo Halladay. "Mother, I think, grew up with an equal participation in both worlds." Sylvia also developed an early interest in the natural world, which would prove instrumental in her artistic career, many years later. "[Mother] learned all about the plants, both garden flowers and wild flowers, and a good deal about nature in general. She acquired a good general education essentially from her father before she even started school."[70]

Artistic sensibility dominated Sylvia's personality since her childhood years. When her younger sister Ida and she attended the Farlington House boarding school, Sylvia immediately wanted to act in the Shakespearean plays put together by the two old ladies who ran the school. "It became an outlet for her sense of fantasy," said Theo, "which to her was not only just fun, but was really burning fire in her."

> I think that there was an inspirational quality to her interest in drama that was almost other-worldly. It was as if she thought, "Out there is something fiery and important and burning and beautiful and wonderful," and that did something to her which set her apart from ordinary children from a very early age. She was somewhat of a dreamer and while she was at Farlington she had begun to take photographs and develop them in the bathroom. She improvised a little darkroom of her own. They said that one of the things that she was scolded for at school was for leaving prints soaking in the basin, in the girls' bathroom which the girls all shared.

In 1919, after having spent two years at the Gloucestershire School of Domestic Science, where she acquired some much-needed sense of focus, while also becoming a great cook, Sylvia went on to study at the

Architectural Association School in London. When she graduated in 1925 she joined the very prestigious Royal Institute of British Architects. The following year, she married a fellow architecture student from Canada, Frank Holland, whom she followed to Victoria, British Columbia.[71]

In Victoria, Frank and Sylvia had a daughter, Theo, in 1927, and practiced together as architects. Sylvia used to draw plans with her hands while rocking the cradle with her foot. In 1928, Sylvia, who was expecting a son, Boris, traveled to England, leaving her husband at home in Victoria. While she was gone, Frank developed a bad cold, went out Christmas shopping in bad weather, suffered from a terrible ear infection, and died on December 28. Sylvia never married again. Both attractive and aloof at the same time, she was independent and determined that she would fulfill her life's mission without having to be dependent on a man.

A month after the tragedy, Boris was born. The newborn suffered from the same ailment that killed Frank. After a doctor advised Sylvia to seek a drier climate to save her son, the family moved to California in 1936. She rented an apartment and started to look for a job. Since she did not have an American degree, Sylvia could not practice as an architect in Los Angeles. She was soon hired at Universal Studios by art director John W. Harkrider to design backgrounds for the movies *One Hundred Men and a Girl* (1937) and *Mad About Music* (1938). "I got a job at Universal Studios, because the art director loved cats, and I had a drawing of one in my portfolio, a miracle," wrote Sylvia many years later. Unfortunately, a few months after she was hired, Universal decided to shut down their background department. Once again Sylvia was forced to look for new work.[72]

WINGED HORSES AND DANCING FLOWERS

"[In December 1937, my mother] went to see the premiere of *Snow White and the Seven Dwarfs* . . . ," recalled Theo, "and she fell in love with *Snow White*. She said, 'I've got to do that. I've got to work for Disney.' That became an intense passionate desire. She lost no time and she thought, 'If I

want to get into Disney's, I can get in as an inker or a painter perhaps as a beginning.'" And so Sylvia studied inking, and worked for three months at Universal as an inker for Walter Lantz.[73]

In August of 1938, "she went to Disney and applied for a job, but took the opportunity to go to Walt and show him her drawings of animals," continued Theo, "because she had heard then that they were working on something that was not yet christened *Fantasia*: a concert feature with music. As an architectural student, when the pressure got too great she'd go to the zoo and draw animals there. Walt was so impressed with her animal drawings that he hired her immediately to work in the Story Department."

Sylvia was jubilant. In a letter to her brother-in-law Glen, she wrote: "A lot of unpleasant things have happened, but also one very good one, namely that I seem to be in line at least for a swell job, to start on 6th September. And not before it was time, believe me!"[74]

Sylvia's first big break came swiftly, as her daughter recounted to Disney historian Robin Allan:

> One of the earliest memories she had of being in the Story Department is that Walt was striding down the hall outside of the unit where Mother was and saying, "Anybody know how to draw a horse?" And Mother jumped up and said, "I do." Because she was an expert at drawing horses. She loved horses. She had ridden horses a lot and she ran out into the hall and walked along beside Walt drawing a horse on a piece of paper that she had grabbed. She drew one for him and he liked it and so he sent her to work on what became the "Pastoral Symphony." She taught the men how to draw the winged horses and the unicorns. She showed the men how to make their hocks go in the right direction and that sort of thing. They were very glad to learn how to do it. She began to show them other things as well. That was the beginning of their coming to her for expertise, which they did all the nearly ten years that she was there. She knew how things should look and what they were called.

By October 1938, Sylvia was hard at work on the sequence from *Fantasia* which started as *Cydalise Suite* and later became the *Pastoral Symphony* (the music by Pierné having been discarded and replaced by Beethoven's).[75]

According to Theo, "she did pictures of the mother and baby horses and especially the child ones playing and that sort of thing, quite a bit of which was not used. She came up with lots of gag ideas and also hairstyles for the [centaurettes]. She had a lot of designs featuring fruit and flowers wrapped around their heads."

With her musical knowledge and her deep understanding of natural life, Sylvia was a logical choice to head up the *Waltz of the Flowers* sequence in the "The Nutcracker Suite" section of *Fantasia*. She was assigned to the project in December, along with Ethel Kulsar, a former member of the Ink and Paint Department who had joined the Story Department a few months before Sylvia and who now became her assistant.[76]

In December, Sylvia started tackling the project head on. Inspired by the sketches created a few years earlier by Bianca Majolie and Ferdinand Horvath for the abandoned *Flower Ballet*, she listed page after page of ideas for scenes and designs. She was struggling to find central characters and a theme for what was still chiefly a flower ballet sequence. Sylvia's creativity was boundless and, as would be the case throughout her career, her ideas kept flowing at a swift pace. On December 11 and 13, advised by ballet dancer Joyce Coles, she was toying with the idea of having the story revolve around three characters: a tall male flower, a white columbine with purple edges, and a pathetic Pierrot, a clown-like character made from a bleeding heart. Just two days later, she wrote a synopsis for a story set in a fairy castle, whose hero was a dashing young flower representing the youngest son of a poor but honest woodcutter who happened to conquer the heart of the white orchid princess. And while none of these ideas were retained by Walt during the story meeting a month later, Sylvia was still enthusiastic about the castle idea, although this time she suggested it for the *Russian Dance* sequence: "The Russian Dance takes place in the Czar's castle, lighted with candles and all wearing costumes, and huge shadows cast by the candles . . ."[77]

Sylvia's colleagues Ethel Kulsar and Al Heath goofing around at the Studio. Courtesy: Theo and Laura Halladay.

THE HAPPY WORKAHOLIC

The work was inspiring and creative and Sylvia was very much in charge, as Theo recalled.

> I believe that it was her idea that the thistles resembled Russian dancers. She and the two women, Ethel and Bianca Majolie, went out and found some weeds growing in vacant lots next to the Studio, and came back with those and suggested to the guys—way back at the Hyperion studio—that they could be dancers.

I don't want to subtract any of the credit that the men have for those beautiful scenes, but this was the stage when they wandered in and out of each other's rooms and Mother had to hold herself back—she was so full of suggestions . . . and the men were often at a loss. "I'm out of my depth here, this isn't my style." But they grew into it and she was older than they were, and so she almost mothered them along and encouraged them and talked of beauty, and said, "It is beautiful, it is delicate." . . . Her interest in breaking people away from unnecessary restrictions found expression as she broke these men away from the restrictions of the strictly macho image which had been so characteristic of the West and had been so limiting to men. She knew the names of all the flowers, knew how to create a scene in the court of Russia—which was not used in the end—and was at home with the musicians who had a classical music background.

And the atmosphere at the Studio was friendly and stimulating, according to Theo.

She had good friends, such as J. Gordon Legg—sort of a protégé of Mother's because he was a young man and was fascinated by her artwork—Johnny Walbridge and the musician Ed Plumb. Ed . . . had a great admiration for her and a respect for her. They got along just beautifully. He felt that she was a great help in bridging the gap between the art and the music because she participated just about equally in both . . .

My mother was trained in watercolor. She was an excellent watercolorist. Her early work was all watercolor. She had hardly done pastel and when she came to the Studio, she became interested in how they were using pastel. Somebody at the Studio introduced working in light-pastel colors on a black background and she picked up on that right away and started doing it—she had never done it before, but it was just a natural for her to do that.

I visited there as a child and I remember being fascinated. [The early Disney Studio on Hyperion Avenue] was dark compared to the new studio [in Burbank]. It was a dark old building and the artist would have a lamp at his desk, and it wasn't very elegant. I remember I noticed a trail of ants running across one of the doorways and the men

> remarked, "You know, we trained those ants. Do you see this line? We trained them to run along this line." What they'd done was to draw the line after the ants. That was one of their little jokes.[78]

Ethel Kulsar working on *Fantasia*.

But despite the fun and creative environment, even for a workaholic like Sylvia the pace was grueling, especially with two kids at home to raise. Sylvia's letters to her brother-in-law Glen from that period are little time capsules that help us look over her shoulder, partaking in her happiness and frustrations, as in this one dated May 3, 1939:

> Apologies for the bad typing, but as usual it is late at night and I am very sleepy. We have had a lecture at the studio every night for the last fortnight, and it is beginning to tell . . .

You wrong us when you malign the studio's way of administrating the "monthly insult." As a matter of fact we have a very large and impressive pay-office, complete with hard-headed cashiers, clean-cut clerks, and gorgeous stenographers, and headed by a majestic pay-master. (Did you know that Walt has about a thousand personnel at the studio now?) But a raise is a different thing and has to be OK'd by all the people working directly in line between you and Walt, so to speak—half of whom, in my case, are away in Philadelphia [to record the music for *Fantasia*]. We have a deadline set for our second Leica reel [a sort of storyboard on film] next Saturday week, and it will probably take another week or so to get it photographed in Technicolor and "Blooped"—lovely word which means getting it set to the soundtrack. I rather think that Walt is waiting to get all the units who are working on his concert feature lined up with their Leica reels in about three weeks, and will then consider raises according to results. Mine is overdue, but I am torn with indecision, whether to mention it now, and try to make sure of it before Walt sees the Leica reel—after all, he may not like them! or whether to wait and chance his being very pleased and raising me higher than would fall to me in the ordinary routine. A delicate question.

The irregularity—lack of exact dates, etc.—cannot be helped in this business as it is impossible to guess how long a given piece of story-work will take. Each problem is a new one and Walt always goes on at it until he is completely satisfied. It may take a month or a year. Similarly, I suppose they hadn't any idea how long it would take them and "Stokie" [the conductor of the orchestra, Leopold Stokowski] to make a sound track in Philadelphia that would satisfy Walt. So naturally they didn't think about my raise before they went! But just the same, if nothing happens when the Leica reels are done, I'm going to get a little bit sore about it, and hope that that will start the wheels turning.[79]

APRIL SHOWER AND THE GATHERING STORM

By April 5, 1940, work on *Fantasia* was virtually complete and Sylvia had been assigned to work on two sequences of *Bambi*: *Little April Shower* and the abandoned *North and South Winds*.

She wrote Glen the following:

> Here I am in the middle of timing 400 feet of the next-but-one picture to *Pinocchio* (the story of "Bambi the Deer") preparatory to making a sound track of it this afternoon, when in comes a guy and snatches away my precious score, with all my notes and remarks on it, and says it is the only one; and he simply has to get the composer's O.K. to four bars we have inserted. So, while the musicians wrangle, there may be a chance to write to you.
>
> Our "Concert Feature" has all gone through to animation now, so we haven't got much more to do to it and are working on *Bambi*. The "Concert" is said to be a real triumph, and will be released in the summer or early fall. Meanwhile everyone is very exhausted in our unit, as we got off that 400' reel to camera yesterday. We had been working on it more than two months, and it is a rain storm in the forest, with all the little animals' reactions—very nice stuff. The new sequence which we shall pick up next week is the North (male) Wind, and the South (female) Wind making love to each other in the moonlight in the forest, set to music. They have written some swell music for it, but it is extraordinarily hard to illustrate in a cartoon, and at the same time pass Will Hays [head of the censorship office]![80]

While work was undeniably exciting, the turmoil of World War II in Europe was starting to affect the Studio, as Sylvia wrote to Glen Holland on May 26:

Sylvia Holland and her daughter Theo at the premiere of *Fantasia*. Courtesy: Theo and Laura Halladay.

Walt announced that the situation in the studio was serious, although he is still the number one attraction everywhere in Europe and South America, no money is coming back to him from *Pinocchio* or the Mickey Mouses, except in America—that is, the U.S. He is cutting his expenses a million dollars—which is a lot of money.

So our personnel is to be cut, between 300 and 400 people, in the next few weeks. It has begun already, and last week the axe fell on about 25, and this Saturday 50 people were released. What makes it nerve-wracking is that the people who are being canned are simply those who are not working on anything vital at the moment, more or less regardless of ability. I know they like my work alright, but most of the stuff we have been working on are expensive luxury items—Concert Feature effects etc., which will probably be cut out on account of cost. I am working on the *Bambi* 'Raindrop' sequence now, which

> will also probably be cut out—so that I am just as likely to go as the next one. And every other studio will be in the same position, so that there will be practically no chance of finding another artist's job . . .
>
> About the salary—well, we got our raises, just in time (no one will get any, anymore), but it was so much of an occasion after all. I got $25.00, and the others (Curt [Perkins] and Ethel [Kulsar]) got $10.00 each, which was pretty nice . . .[81]

In reality, Sylvia had no reason to worry yet. A few days before she mailed this letter, on May 14, a seminal story meeting had been held, headed by Walt, in order to define the sequences that would be developed in order to produce a sequel to *Fantasia*. Sylvia was about to be busier than ever.[82]

On July 22, 1940 she wrote Glen again:

> The fear of being fired has somewhat diminished for me for the moment, as have just put over a job of work for Walt with a big bang (Debussy's "Clair de Lune"), get my vacation next Monday, and have Sibelius's "Swan of Tuonela" waiting for me when I get back. The Concert Feature will be released soon and it is very ironic to think that all one's work went into that so that they would be able to see it in England, and so that my family would get fun out of it, and now it will probably never be released there. It is a beautiful thing.[83]

TWO BALLETS AND A SWAN

"Mother found herself fascinated with the story of the Swan which escorts the souls of the dead along the underground river to the next world," recalled Theo. "This suited her to a 't'—she had always had a fascination for ghosts and in humor, she and her brother Robin and sister Ida used to enjoy the lugubrious—never to the point of any harm being done. There were ghost stories in the family."

During the second semester of 1940, Sylvia was hard at work on four major musical projects. *Swan on Tuonela*, for which she wrote a first treatment on August 21 and which would remain in development until July

3 of the following year, was a piece as stark as Wagner's *Ride of the Valkyries*. Sylvia, who led the project, was assisted by Sam Armstrong and Joe Stahley. At a time when the Studio was trying to cut costs, the fact that this sequence could have been "animated" using mostly backgrounds and effects animation was particularly appealing. The special effects were so essential to the project, in fact, that in January 1941, a special story session was held to discuss them with the presence of two of the most prominent effects specialists at the Studio: Josh Meador and Ub Iwerks. But after a last story session on July 3, 1941, the beautiful project about Tuonela (Finnish hell) was shelved.[84]

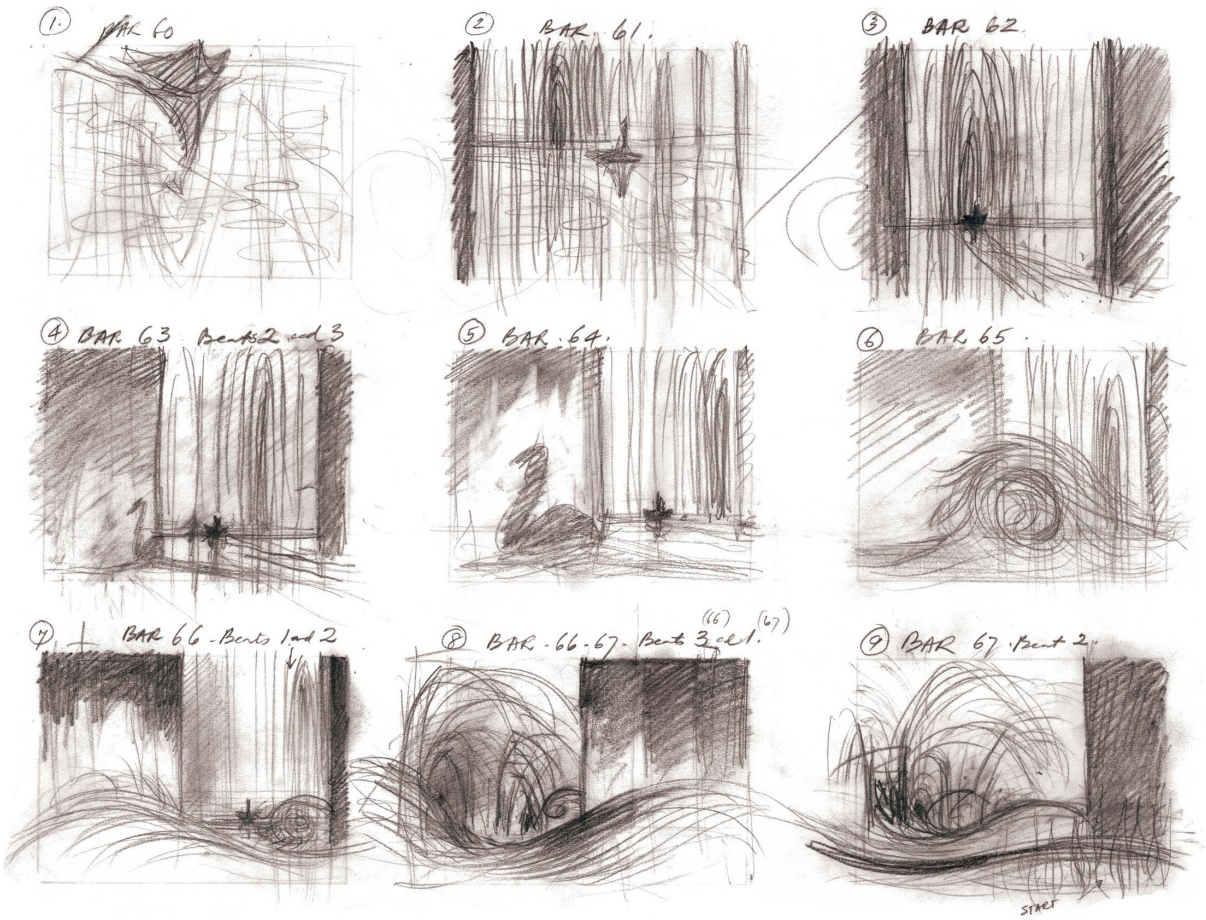
The second musical project was tentatively called *Insect Ballet* and was a collection of four individual music segments. For *Butterfly* by Edvard Grieg, Ethel Kulsar (probably supervised by Sylvia) created pastel drawings that evoked a Japanese screen, with designs embedded in black enamel. The result was darker than the *Japanese Symphony* concept developed by Bianca Majolie in the 1930s, but the idea was similar. For Chopin's *Minute Waltz*, Sylvia Holland worked on subtle sketches that told the story of a black dragonfly who fell in love with a red-headed female dragonfly. The drawings for the third sequence, *Mosquito Dance* by Paul White, were also created by Sylvia. Finally, on *Flight of the Bumblebee* by Rimsky-Korsakov, Sylvia benefited from the help of Curt Perkins.[85]

The third and fourth projects both featured babies as their central characters and were developed by Sylvia and Ethel as a team. *Adventures in a Perambulator* by composer John Alden Carpenter, presented the world as seen through a baby's eyes, while *Baby Ballet* focused on babies from around the world performing an elaborate ballet. The choice of music for *Baby Ballet* was a complex one: the first piece envisioned was *Invitation to the Dance* by Carl Maria von Weber. At that point Mary and Lee Blair were working on preliminary sketches. The Studio then decided to try using a medley of lullabies: Sylvia Holland, Ethel Kulsar, and Curt Perkins handled that second incarnation of the project, while Mary Blair developed sketches for a contemplated book. It was eventually decided to use the music *Humoresque* by Tchaikovsky, and Sylvia handled the planned continuity for this final version.[86]

Baby Ballet was a big undertaking, as Theo explained:

Mother and Ethel Kulsar worked together for perhaps a year on that, with occasional consultation from the men, although there were others that worked on it from time to time. That never quite came together. For one thing none of them were really inspired by the music that they came up with. They felt that the two separate composers . . . They vacillated from one to the other, as to which they were going to use—neither of them quite seemed to have what it took to match *Fantasia*'s quality. They were too rinky-dink.

Another thing: the men were reluctant to do anything as babyish as "Baby Ballet." Walt had trouble getting the men to work on it and to get their hearts into it. . . . Some of them were a little afraid of [this project]. . . . There was some hint by the animation men that the storymen were maybe a little effeminate because they did beautiful delicate things and they became deeply absorbed in things like fairies. So there was a certain self-consciousness that emerged, and I think this may have been one reason why they dropped the "Baby Ballet," one reason why they didn't go on with the more delicate type of production. They felt more at home with something more masculine.



Early continuity studies for *The Swan of Tuonela*.

With so much work assigned to her, Sylvia felt a renewed sense of hope, if not of security, as she wrote to Glen on January 23, 1941:

> Meanwhile, rumors persist as to a three-year contract for me, at a higher salary. But all I can do is wait. If only it would come now, before I lose out on Canadian income! The next raise means a lot. I just break even now and it will take me into the clear where I can save . . .
>
> *Fantasia* will [have its Los Angeles premiere] at the swanky Carthay Circle in Hollywood next Wednesday, with all the trimmings. . . . Meanwhile the studio is crawling with famous reporters and critics, being wined and dined by that old smoothie, Walt. And he is certainly having fun. Twice this week he has had me tell my "Swan of Tuonela" storyboard to a lot of big-shots, while he stood by and beamed, and on Tuesday Ethel and I are slated for an interview with

the [*Los Angeles*] *Times*. Walt certainly likes my stuff, and has taken a lot of trouble to show it. So perhaps the raise is really not too far off. After all, a lot of people got cut this year instead![87]

Stork from the abandoned *Baby Ballet*. Courtesy: Theo and Laura Halladay.

Sylvia at work on the storyboards from *Adventures in a Perambulator*.

And Sylvia got assigned to more and more exciting musical projects. On April 11, she was involved in a story meeting to discuss the making of *Peter Pegasus*, a sequence that would have featured two of the most popular characters from *Fantasia*: the little mushroom Hop Low and the baby Pegasus, Peter.[88] *Invitation to the Dance*, a piece of music originally envisioned for *Baby Ballet* accompanied the sequence. Lee Blair developed a storyboard while Sylvia focused mostly on layouts and rough animation.[89]

On May 22, she was leading the last *Little Mermaid* story meeting of the Golden Age, probably because her assistant Ethel Kulsar had written the initial story outline in February, based on Hans Christian Andersen's story.[90]

THE STRIKE

Sylvia's renewed sense of hope was short-lived. She was still extremely busy at work, but dark clouds were gathering fast: neither *Pinocchio* nor *Fantasia* had met the expected box office success and the international markets were still completely off-limits due to the war. The Studio was struggling and had to tighten its belt. In a letter on April 21, 1941, she wrote the following to Glen:

> My salary is now sixty dollars a month less than I was figuring it from April onwards. Everybody earning $50.00 a week or over was cut. Our cut was five dollars a week, and we all had to sign a release freeing Walt from his obligation on all the contracts, on all of which a ten-dollar raise a week was due in April. Although for some reason they never gave me a contract, I naturally expected the same raise, which is always done . . .
>
> I don't think really that it is Walt's fault. He tries to be fair—though I don't think so much of some of the small fry. But feature-length cartoons are still so expensive to produce (16 drawings to every foot of film, and a thousand feet of film to about eight minutes of time!) that there is very little profit, and he carries a terrific overhead—a two-million dollar plant not yet paid for, a payroll of $70,000 a week, and another $26,000 a week operating expenses. And 45% of his market vanished into thin air with the war.
>
> Happily, however, methods of production are getting more economical all the time—We are learning how! I could not go and "sell my talents" as you so flatteringly put it anywhere else, as the other cartoon outfits are quite punk, and pay lower salaries. If it wasn't for

> the war, I would be doing well by now—and if it wasn't for Sam [Armstrong], the unit director, I would like the work very much. But one of these days the break will come.
>
> Today Walt made Sam bring me up with him to Walt's private office, where I sat almost engulfed in the world's most streamlined sofa, while Walt's snooty secretary handed us coffee—she's really very nice and her name is Dolores—and discussed for half an hour a script which he wants me to write (!!). Usually Sam goes up alone, but Walt has found out that he gets everything all wrong—hence my presence. A step up!
>
> By the way, our next feature, which will be out very soon, *Dumbo*, the story of a little circus elephant whose ears were too big, is a pip. We saw it in rough reels today for the first time, and it looks like a money-maker. The "pink elephant" sequence is a riot, and more than a little vulgar. It had us all in hysterics, and we are a very critical audience.[91]

A month later, the storm that had been gathering broke when a strike was voted on by the Screen Cartoonists Guild on May 26. Sylvia did not join.

After eight weeks, the strike was still not over and, on July 23, Gunther Lessing, the Studio's head lawyer, finally accepted the federal government's offer to send an arbitrator. The following day, Sylvia wrote to Glen:

> The Disney strike is worse than ever and assuming serious proportions, with a threat to tie up the entire Motion Picture Industry; and so much defense work is involved (instruction films, etc.) that the government has interfered, and has sent three "aces" conciliators from Washington to arbitrate it. Our group, the independent "A.C.A." [the Animated Cartoon Associates company union] who hold a majority of 300 to 400 artists, including all the top "irreplaceables," and the level-headed people who really count, are organized already to walk out unless they receive due consideration in the arbitration. All this because we had been so nice and quiet that Walt's lawyers and the unions had actually planned to ignore us altogether and fix a deal with the strikers without any representation from us. And we are good and sore at last! But we

> are not afraid that our walk-out would last more than a few hours, as we hold the key men without whom the studio could not stay open for even a day!

Sylvia saw Walt as "alright" and did not blame him for the tense situation. She was convinced, like many of the non-strikers, that the main culprit was Disney's head lawyer, Gunther Lessing, whose bad advice had let the situation fester.[92]

With negotiations at an impasse, Walt's brother Roy decided to shut down the Studio. The doors reopened a month later, on September 16, after the arbitrator imposed a settlement.

As a widow with two kids, Sylvia must have suffered from the stress of these troubled days even more than most of her colleagues. She wrote Glen on September 1, 1941:

> They pushed us out without any notices or pay. . . . The place is like a graveyard now—not a car on the parking lot, where there was as many as a thousand every day—and not a soul or a light to be seen.
>
> The trouble is that they have to let several hundred people go, and cut down production, and the union is demanding that they let go an equal number of strikers and non-strikers, which is perfectly ridiculous, and will probably end in a lot of us being let go who would otherwise have been raised! The whole thing is infuriating! . . .
>
> The most infuriating thing is that this happens just when I had succeeded in shaking off Sam the director, and was about to reap the benefits. My luck so often seems to go that way. One gets fairly started on something, and as soon as the hardest part is done, and the ground broken, swish!—some outside circumstance or disaster of some kind erupts under one's feet, and everything is swept away, and one has to make another beginning.[93]

By September 12, 1941, Sylvia and Ethel had been laid off, as she explained to Glen on February 10, 1942:

> The situation here has changed since Christmas, though I can't remember how much detail I gave you on the Disney set-up; but the facts are now only too apparent. We have all made up our minds that

> what was called a lay-off was nothing but a stall, and Walt evidently is not able or does not intend to hire any of us back at least for many months. He had the two new pictures, *Dumbo* and *Bambi*, both finished or almost so, before they closed for the strike, and is now operating with a skeleton crew of 288, doing "shorts" only; and the remaining twelve hundred of us have been quietly fired by the supposedly painless method of telling us it was a temporary lay-off until the strike and financial tangle cleared-up. Now half the animation building is closed and the rest of the plant is rented to Lockheed, who have barbed-wire and sentries posted at the gates . . .

Sylvia could not afford to see her income dry up and had to find work elsewhere quickly.

> I get up at 5.30am and light fires, and embark on a fourteen-hour day! —teaching [at the Desert Sun School in Idyllwild] in the morning, saddling horses and taking small children riding in the afternoon, or driving the truck or station-wagon into Indio, and taking study-hall in the evenings. What a day—as there are a million and one things to do all the time they being still understaffed.[94]

BACK AT DISNEY

Thankfully, this grueling life did not last for too long. On August 17, 1942, Sylvia was back at Disney (Ethel was not rehired). The first project she tackled on her return was a planned Coca-Cola commercial, for which she wrote several outlines, based on Walt's suggestions, featuring some mischievous gnomes stealing Coke bottles.[95]

Soon after, Sylvia created a few storyboard drawings for *Victory Through Air Power*. "One of the main scenes she handled was the rainstorm—the pilots going out to the planes with the rain pouring down," explained Theo. "She did aerial views looking down on the earth, going over the pole and so on. One sequence she did was a bomb dropped from an airplane and going through the water and hitting a ship, followed by an explosion."

In 1944, she also developed stylized continuity drawings for *The Story of Menstruation*, an educational project that would only be released after the war.[96]

And starting in April 1943 and until early 1948, she was supplementing her income by drawing for Western Publishing, on a freelance basis, one-shot illustrations for the magazine *Walt Disney's Comics & Stories*.[97]

Though these projects demonstrated Sylvia's versatility, they did not take full advantage of her talent. It was music, once again, that for a few years firmly put her back in the spotlight at the Studio.

On June 28, 1943, Disney's head of the Story Research Department, Ralph Parker, wrote Walt: "Sylvia Holland is happy about [the] chance to help Jose Rodrigues with *The History of Music*. She is also supervising the completion of the musical and some other storyboards. Sylvia would like to write story histories and synopses of the various *Fantasia* alternates now under review."[98]

The History of Music, which ten years later would morph into the shorts *Adventures in Music: Melody* and *Toot, Whistle, Plunk, and Boom*, was a project by which Sylvia was clearly enthused. Her pastel work on the different music sections shows passion and love for the subject.

This passion was probably so obvious to Walt that he made sure all her projects were once again connected to music.

In the second half of 1944, she was asked to research the music of the nineteenth century in the context of a combination live-action and animation feature about the life of Hans Christian Andersen and his friend Jenny Lind, which Disney and Samuel Goldwyn were planning to release jointly.[99]

The three projects that followed were also linked to music. The first of those was a precursor to what would become the *Two Silhouettes* sequence in *Make Mine Music*. Theo recalls this period:

> Mother was assigned to do storyboards for a romantic couple dancing their way through Paris. Her experience with this is worth recording as an almost supernatural event. She came home from the Studio one evening and felt an urge to work on the feature. She set up her gouache paints, and began to paint on black construction paper. As she worked, someone unseen took hold of her brush and painted with it, in a

dashing impressionistic style that was not hers. She continued to cooperate with the unseen guide, taking out more paper as needed, ending up with more than a dozen quickly made color sketches showing the couple prancing their way through various Paris scenes.[100]

By mid-1942 Sylvia is back at the Studio and loves it.

THE MUSES AND KING DAGOBERT'S DAUGHTER

By early 1945, the Studio was trying to salvage some of the musical pieces they had been developing since the early '40s to combine them in the package feature *Make Mine Music*. While the movie was eventually released as a simple compilation of shorts, for cost reasons, Walt was initially planning to include some transitions between the different segments. Sylvia was asked to develop a continuity featuring the Greek muses.[101] She wrote about this in a letter to Glen on April 29, 1945.

> Work at the studio is getting quite complicated. I have been given the job of trying to tie seven separate half-made numbers, more or less on the lines of *Fantasia*, into a feature-length picture, using the Nine Muses of ancient Greece as the connecting link—Gosh! I would not take it very seriously, except that my salary has been boosted to $95.00 a week, and the pay I get from outside work on the Disney Comics Magazine has been doubled. So perhaps they really want me to do something for a change . . .
>
> No one is aging faster than our Mr. Disney himself. His last picture, *Three Caballeros*, was voted a failure by all the critics, although it seems to be paying off alright. But his storymen don't seem to turn out the good stuff they used to. That is because they keep us all unhappy all the time, and we can't be funny anymore. Probably that is why they handed me out a raise—long overdue. I am still one of their old diehards. They have lost many of their best men to better-paid jobs. But we'd all hate to see Walt down—it is just his personnel department which is a pain in the neck! Thank your stars you don't work in a firm big enough to have a personnel department—all they do is wear double-breasted suits and shed their beams on all the pretty secretaries! I bet you do! Well, no offence meant, old dear. We call our double-breasted boys the "junior commandos," and strictly avoid taking any orders from them, which doesn't help the situation much! But as they were all either in high-school, or holding down jobs as department-

> store floor-walkers when we first came to Disney's, you cannot blame us for resenting their art opinions. But of course Burbank is very personnel-conscious—the huge factories have more personnel experts than personnel, I do believe! But we're winning the war, so I suppose they did alright in spite of their double-breasted boys![102]

Unfortunately the end of World War II also brought a renewed jurisdiction war between Hollywood unions. Labor trouble was raising its ugly head again. In May 1945, the fight between the Conference of Studio Unions and the International Alliance of Theatrical Stage Employees unions, which both claimed jurisdiction over Hollywood's set decorators, escalated into a two-month strike. While the conflict did not affect Disney, Sylvia was upset by it. On November 26, 1945, she wrote Glen the following:

> I am at the moment doing ancient Greek research for Walt (and today busy going through a translation of Plato's *Symposium* of all things). Walt has a lot of big plans cooking. The studios strike, which was started by the Set Decorators, a branch of our union (Painters & Paperhangers, A.F.L.), which lasted eight months and lost the strikers 17 million dollars in salaries, was an exceedingly unnecessary and dirty mess, ending in rioting, with fire-hoses, tear-gas bombs and blood. I got up at a meeting and said that if we had to get more pay at the expense of other people's lives, I wanted no part of it—and received a burst of applause; and I actually did almost lose my job, because the studio is under contract to employ only people in good union standing. I was so mad I wouldn't have cared.
>
> Fortunately we have no set decorators at Disney's, so we were not hit by a picket-line. But it glanced off us, so to speak, to the tune of a 5% assessment by the Union of our salaries (under penalty of losing our jobs), which we are still paying. I tried refusing to pay it—in company with 210 other people—and we all received notices from the personnel department not to come to work the next day![103]

By April 1946, with work completed on the Muses project, Sylvia submitted ideas for another music package. The first version of the story, written on April 8 and titled *Vagabond Virtuoso*, was an attempt to tie together the abandoned *Fantasia* numbers that Sylvia and Ethel Kulsar had developed in the early '40s. Set in a medieval castle, narrated by Lionel Barrymore, and featuring a troupe of wandering minstrels, the project was conceived as a combination of live-action and animation.

"It is suggested that the four wandering minstrels and the robber chief be done in live-action and that the stories which they sing and play would be in cartoon," wrote Sylvia in her treatment. "The castle backgrounds against which the live-action characters would appear would be stylized and loosely drawn in vigorous chalk and color sketches. The cartoon backgrounds could be completely imaginative, like pictures you see on tapestry, etc. In each case they would be done the way you would expect the singer or player to visualize them."

The second version, written on April 26, was titled *King Dagobert's Daughter*. It retained the medieval setting and the episodic nature of the project, but while in the first version one of the minstrels needed to win a contest to marry the girl he loved, in this new story the troubadours had to entertain the sad daughter of Dagobert if they wanted to keep their lives. The most important variation, however, was the fact that instead of tying together the old *Fantasia* pieces, *King Dagobert's Daughter* would have featured "modern" numbers performed by Benny Goodman, the Mills Brothers, Tommy Dorsey, harpist Marcel Grandjany, violinist Jascha Heifetz, and pianist José Iturbi Báguena, while the story would have been narrated by Burl Ives.[104]

As exciting as it sounded, the project did not get picked up and died on the vine. Things went from bad to worse for Sylvia just a few months later, as Sylvia related in a letter to Glen dated September 3, 1946:

> The Union trouble we were dreading has hit us with a bang, to the tune of causing Disney to lay off 40% of its employees. I am now laid off, in company with the entire story department, while they all fight it out. What happened was that the Union demanded a 25% raise for everybody—or else. The Studio said flatly that it could not afford to pay it. The Union, having been deceived before by the prevaricating of

> the studio management, did not believe them and put over their strike threat. So the studio gave everybody their raise on Monday—the last week of July ($120 a week for me)—and on Friday of the same week laid everyone off. It appears that they really couldn't pay and I think the Union business managers should have made it their job to have found that out beforehand. But they never do anything as sensible as that.[105]

The 1946 layoffs, which occurred on August 1, while often overlooked by history books, were a traumatic event. Not only were 450 employees affected by the measure (300 ended up actually losing their job), but among those affected were some key members of Disney's Story Department, including James Bodrero, Campbell Grant, and Sylvia Holland.[106] In other words, the event marked the end for the unbridled creativity of the Studio. With a tighter story team, the ideas developed became more focused on projects that had a high probability of actually ending up on the screen. The freewheeling days of the '30s and '40s were over.

After being laid off, Disney background artist Charlie Payzant invited Sylvia to join him and three other laid-off Disney artists, including Ernie Terrazas and Janet Page, to form a company producing elementary school readers for Whitman Publishing. She accepted and the newly-formed team rented a studio and worked together for five years.

In 1947, Sylvia also worked at MGM for a short while, after which she became a successful commercial artist, tackling illustration projects for *McMillan's Readers* and the Chryson card company.[107]

A strong woman with an uncommon creative versatility, Sylvia Holland, along with arranger Ed Plumb, was undeniably the soul of Disney's musical years.

She passed away on April 14, 1974.

Character studies for “The Pastoral Symphony” sequence in *Fantasia*. Courtesy: Theo and Laura Halladay.

Character studies for “The Pastoral Symphony” sequence in *Fantasia*. Courtesy: Theo and Laura Halladay.

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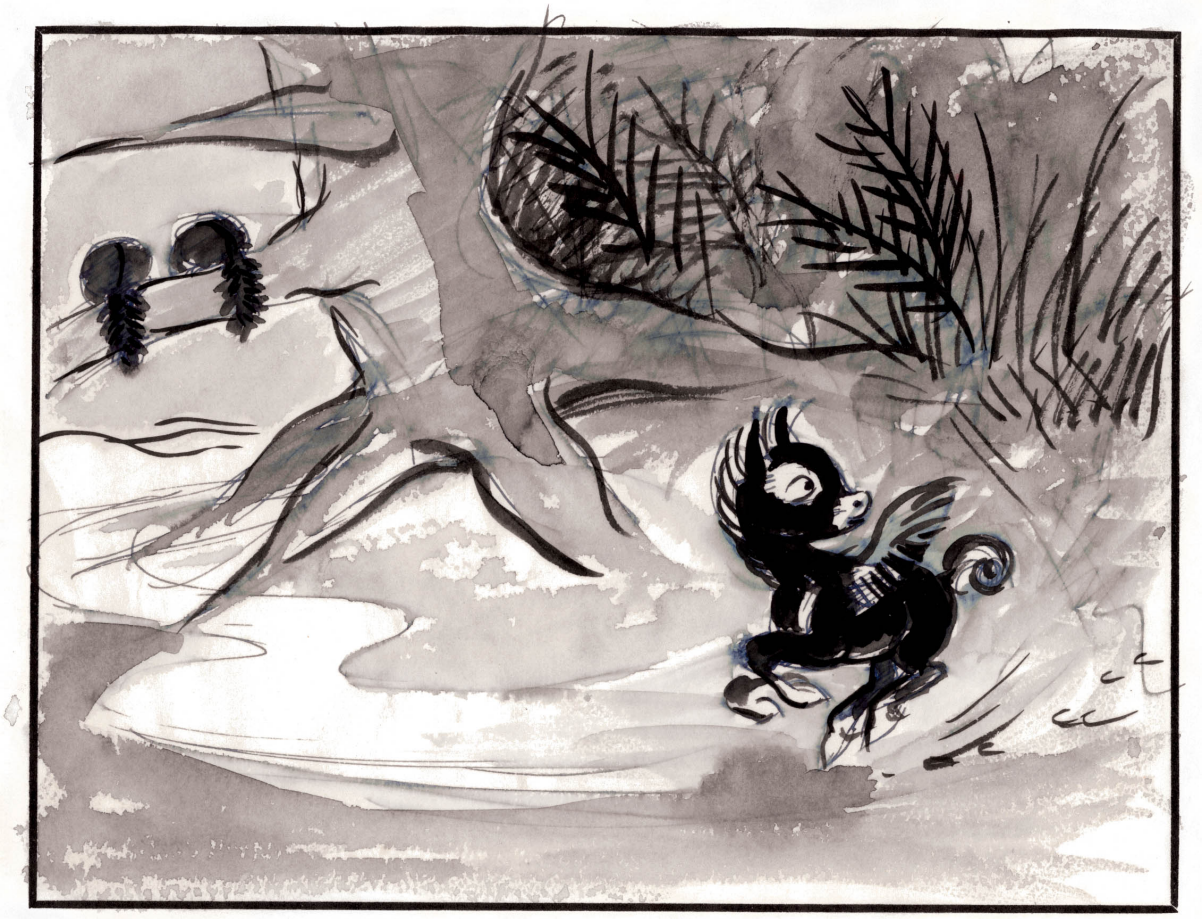
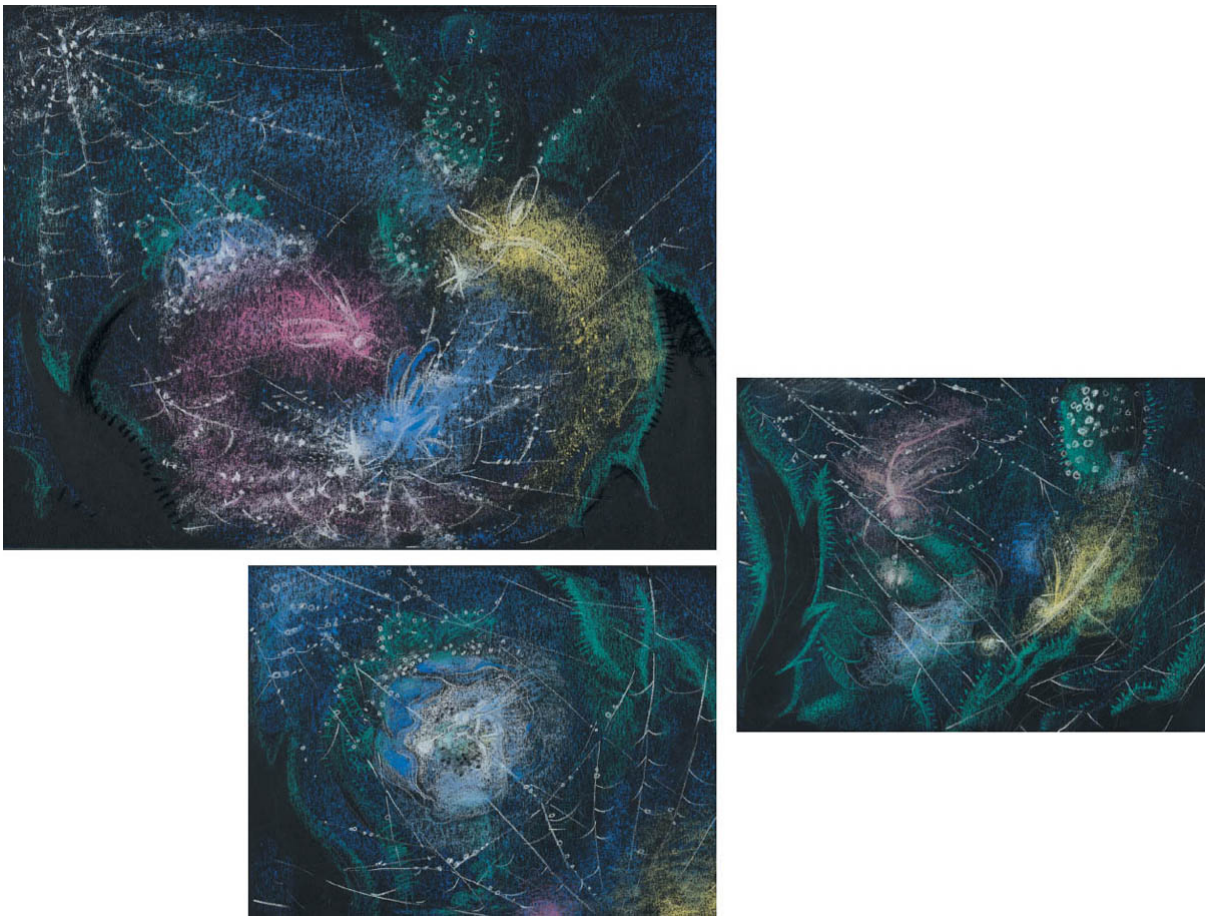
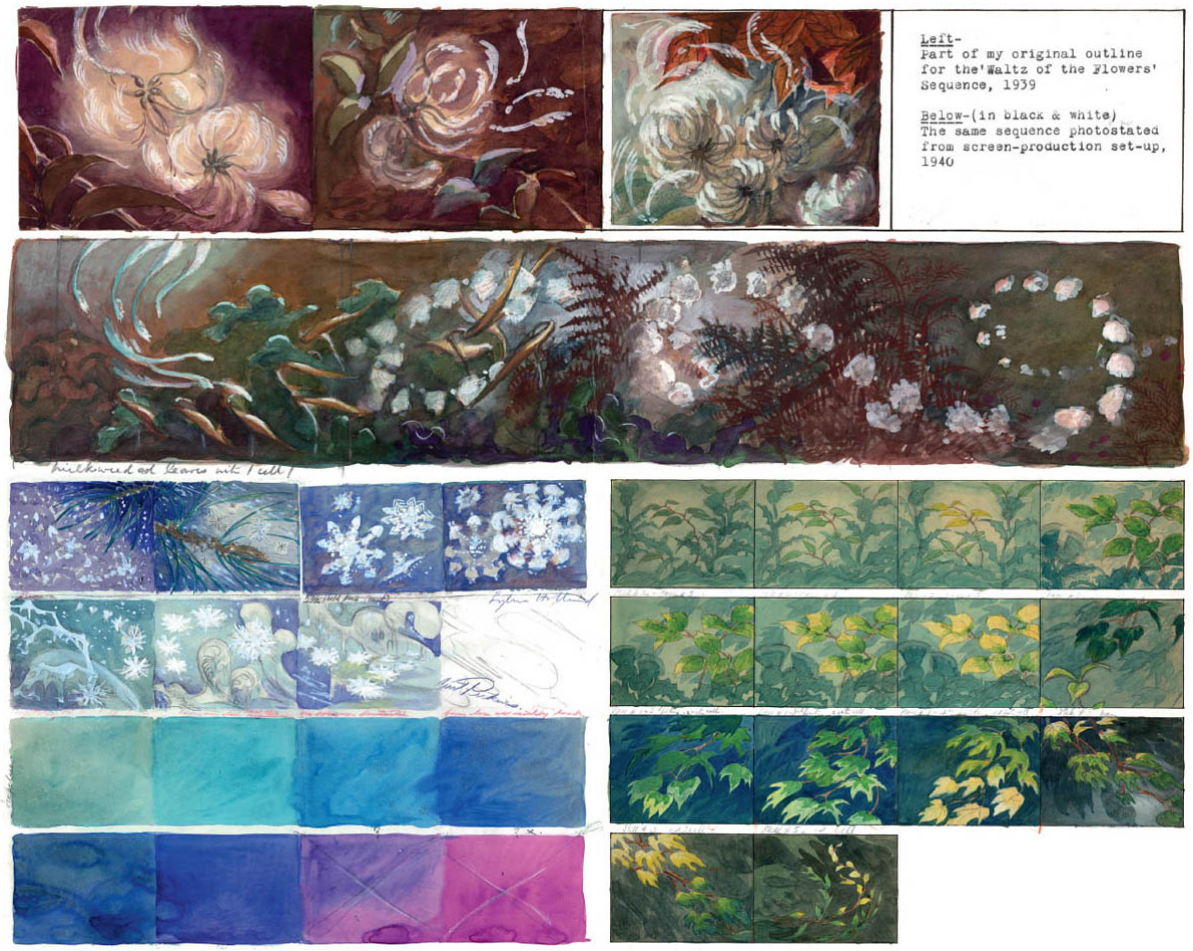


One of the characters of "The Pastoral Symphony," Peter Pegasus, could have had his own sequence a few years later if a sequel to *Fantasia* had been produced as originally planned. Courtesy: Theo and Laura Halladay.

Pastel concept drawings for *The Nutcracker Suite* in *Fantasia*.



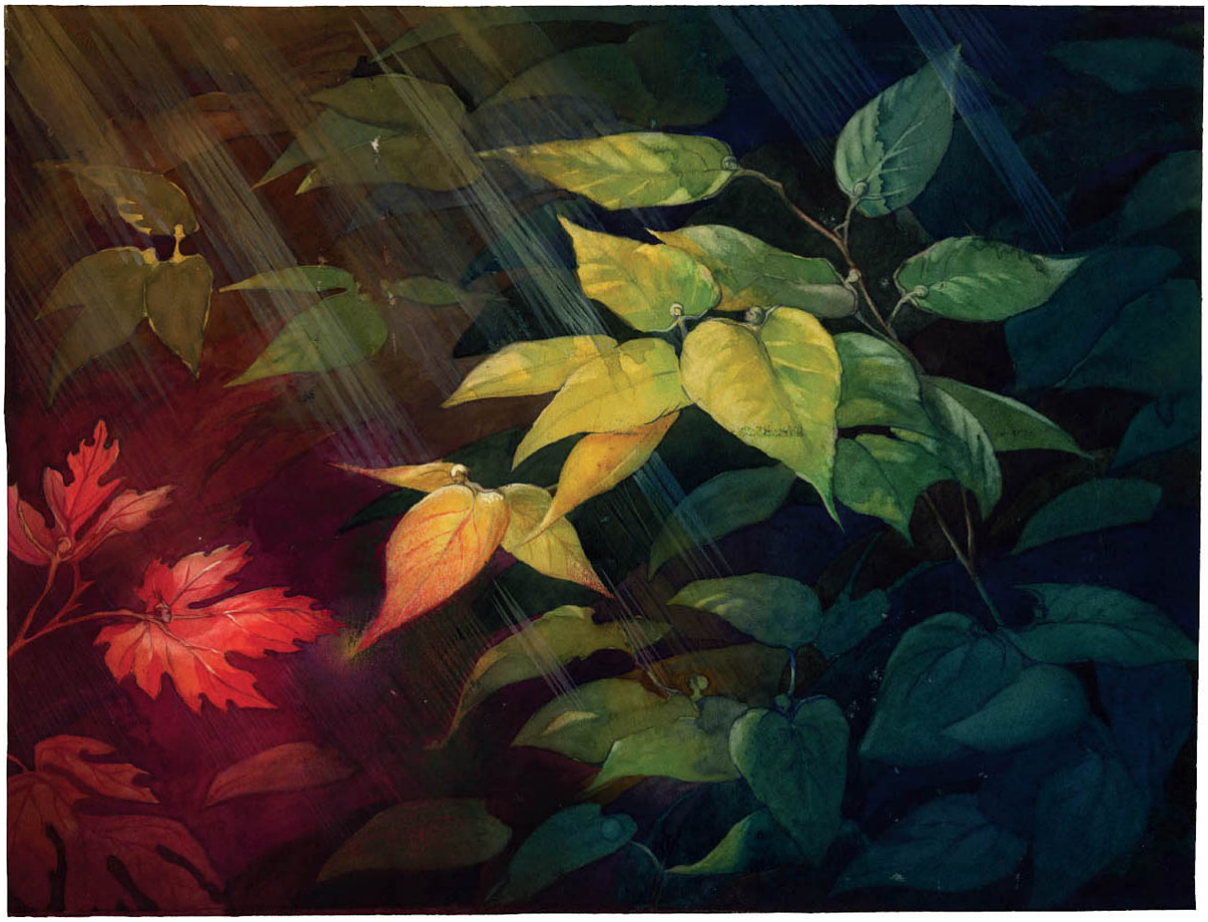
Pastel concept drawings for *The Nutcracker Suite* in *Fantasia*.



Color studies for the *Waltz of the Flowers* section of *The Nutcracker Suite*. Courtesy: Theo and Laura Halladay.

Color studies for the *Waltz of the Flowers* section of *The Nutcracker Suite*. Courtesy: Theo and Laura Halladay.

Courtesy: The Walt Disney Family Museum.

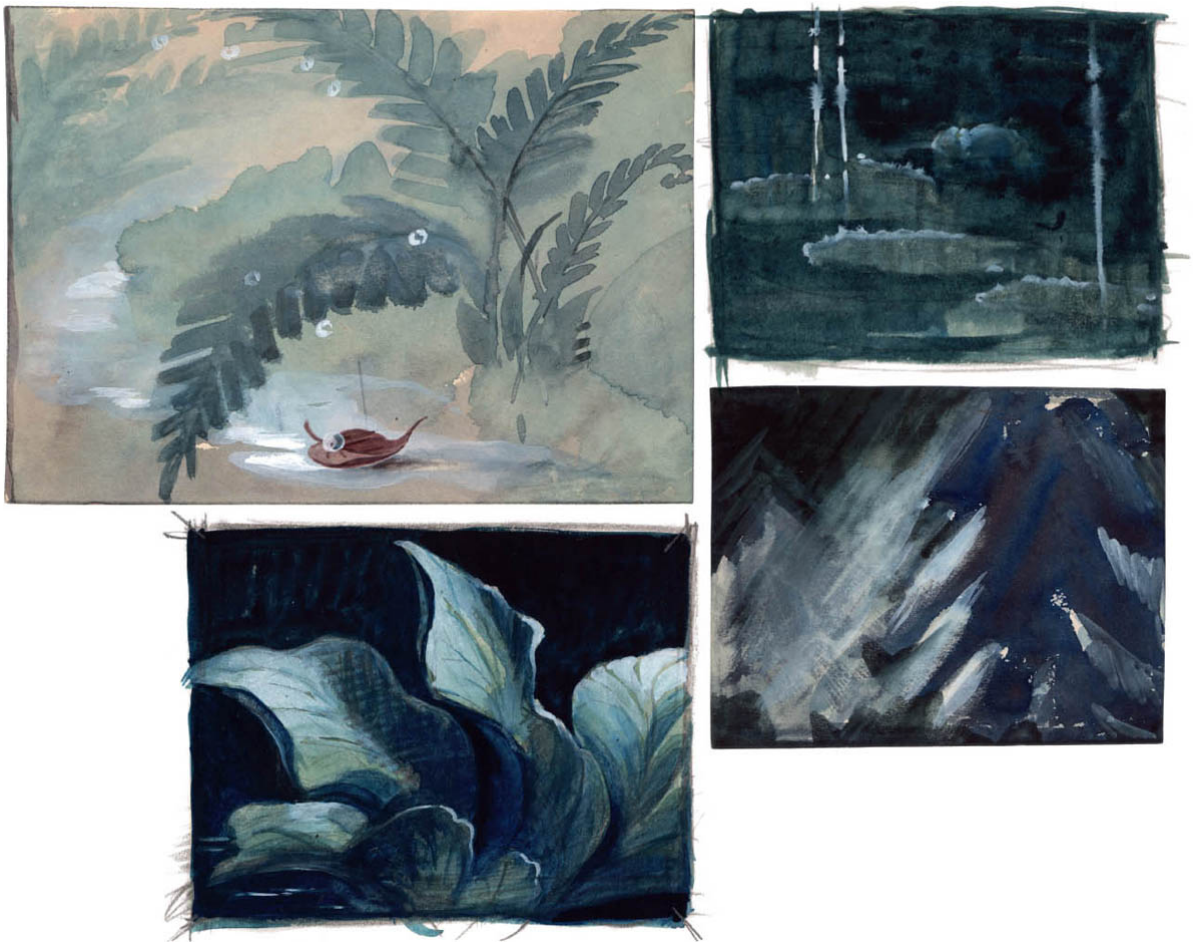


Concept drawings for *The Nutcracker Suite*. Courtesy: Theo and Laura Halladay.

Concept drawings for *The Nutcracker Suite*. Courtesy: Theo and Laura Halladay.

"The Nutcracker Suite." Courtesy: The Walt Disney Family Museum.

One of Sylvia's masterpieces created for the *Little April Shower* sequence in *Bambi*. Courtesy: Theo and Laura Halladay.



More delicate concept paintings for *Little April Shower*. Courtesy: Theo and Laura Halladay.

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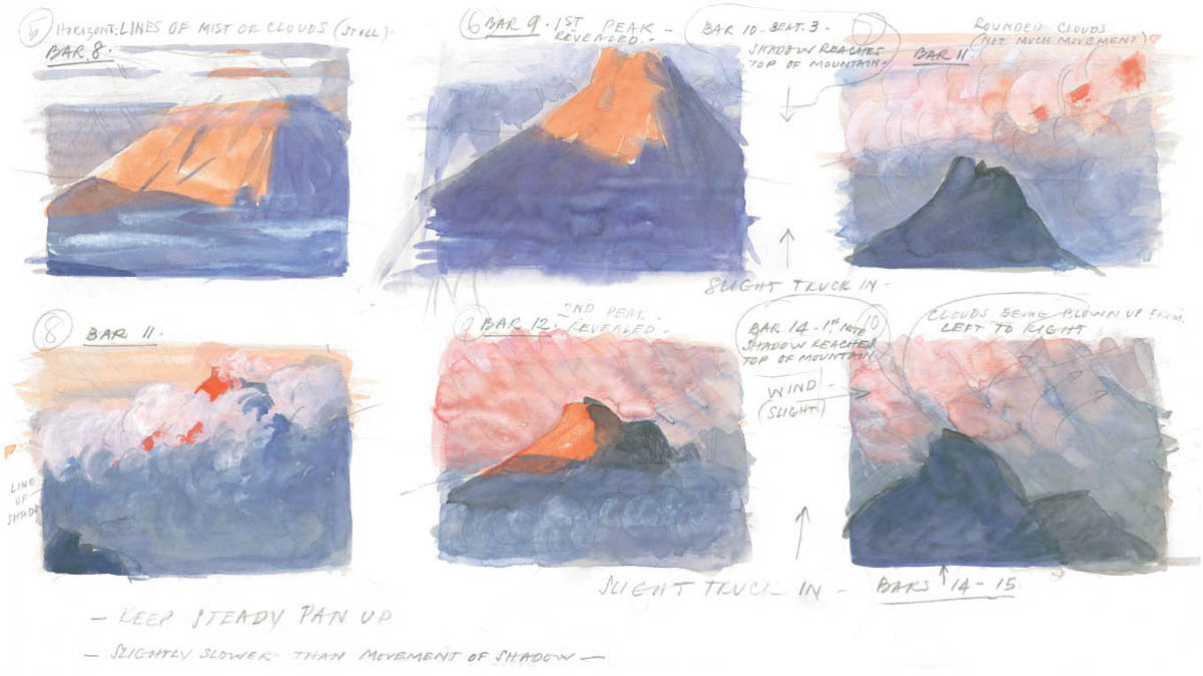
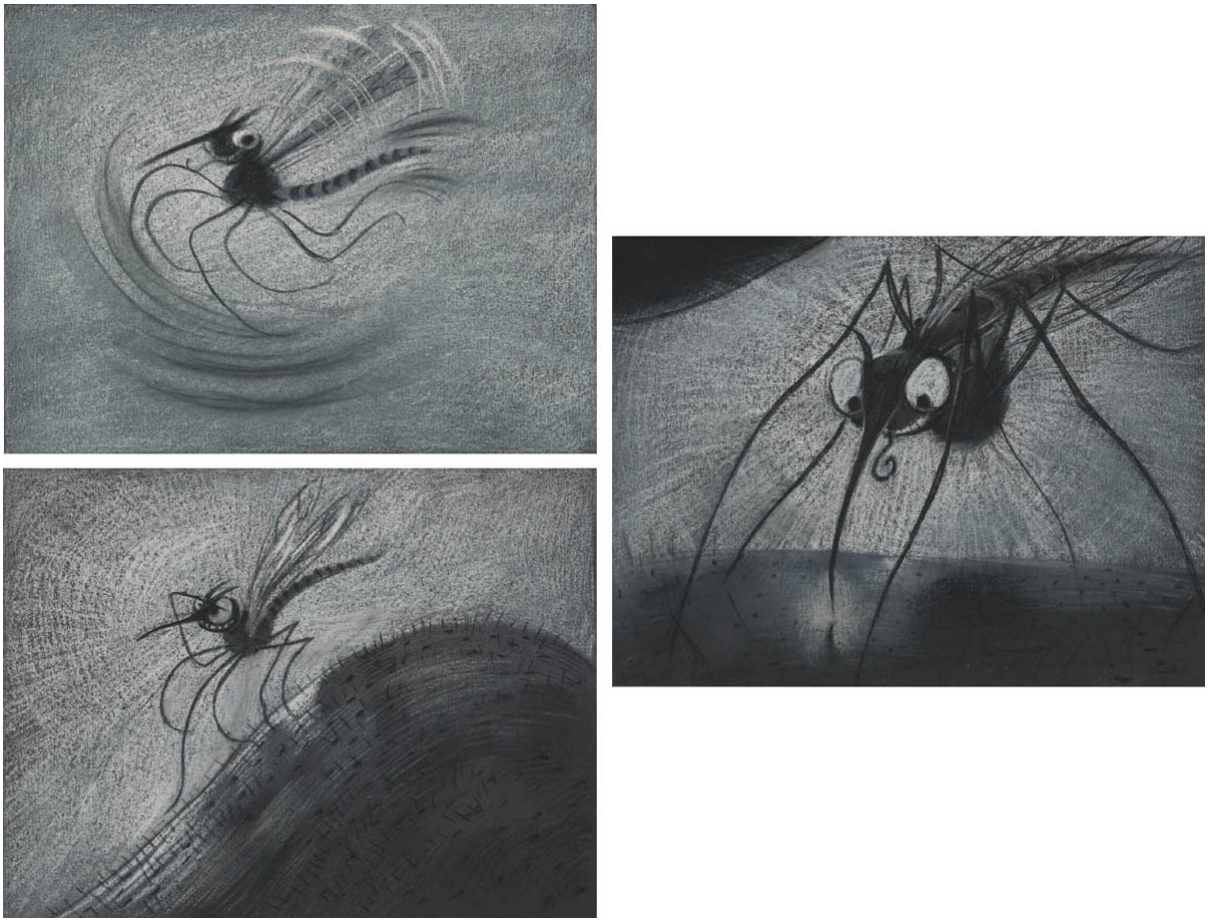


Color studies for *The Swan of Tuonela*, a sequence imagined for the planned sequel to *Fantasia*.

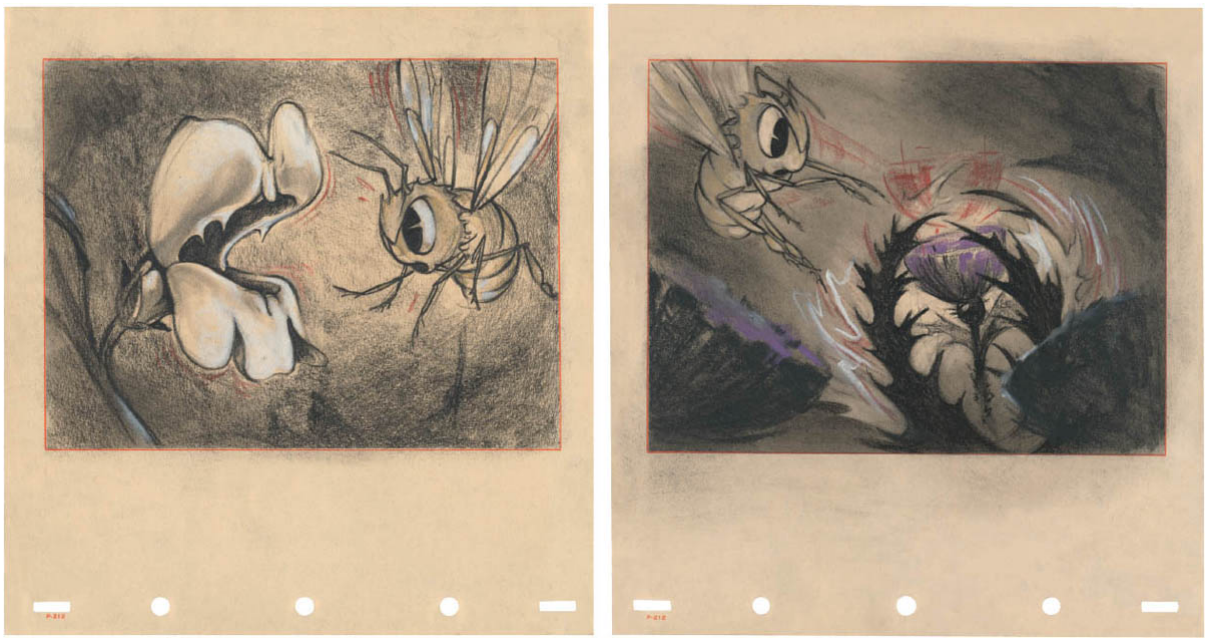
Pastel concept drawings for *The Swan of Tuonela*. Courtesy: Theo and Laura Halladay.

The Swan of Tuonela takes flight.

The dragonflies from the abandoned project *Minute Waltz*.



Another abandoned project envisioned for the *Fantasia* sequel: the *Mosquito Dance*.



The abandoned *Insect Ballet* project also included a *Flight of the Bumblebee* sequence.

Adventures in a Perambulator was yet another abandoned musical project by Sylvia Holland tackled in the ‘40s.

Pastel and ink drawings by Sylvia Holland for *Baby Ballet*. Courtesy: Theo and Laura Halladay.

Both Sylvia Holland and her colleague Ethel Kulsar worked on an abandoned project about the life of Hans Christian Andersen. Sylvia tackled *The Emperor's New Clothes* section (right), while Ethel was busy on *The Emperor's Nightingale* (left).

PAY ATTENTION TO - HAIR (YOUR CROWNING GLORY, REMEMBER?)

KEEP IT CLEAN - (BUT AFTER WASHING IT, DRY IT QUICKLY - STAY OUT OF DRAFTS)

A few story sketches from the educational short *The Story of Menstruation*. Courtesy: Theo and Laura Halladay.

The abandoned *History of Music* must have been one of the most exciting projects that Sylvia tackled just before leaving Disney. It featured sequences about classical, military, and country music among others. Courtesy: Theo and Laura Halladay and Walt Disney Animation Research Library.

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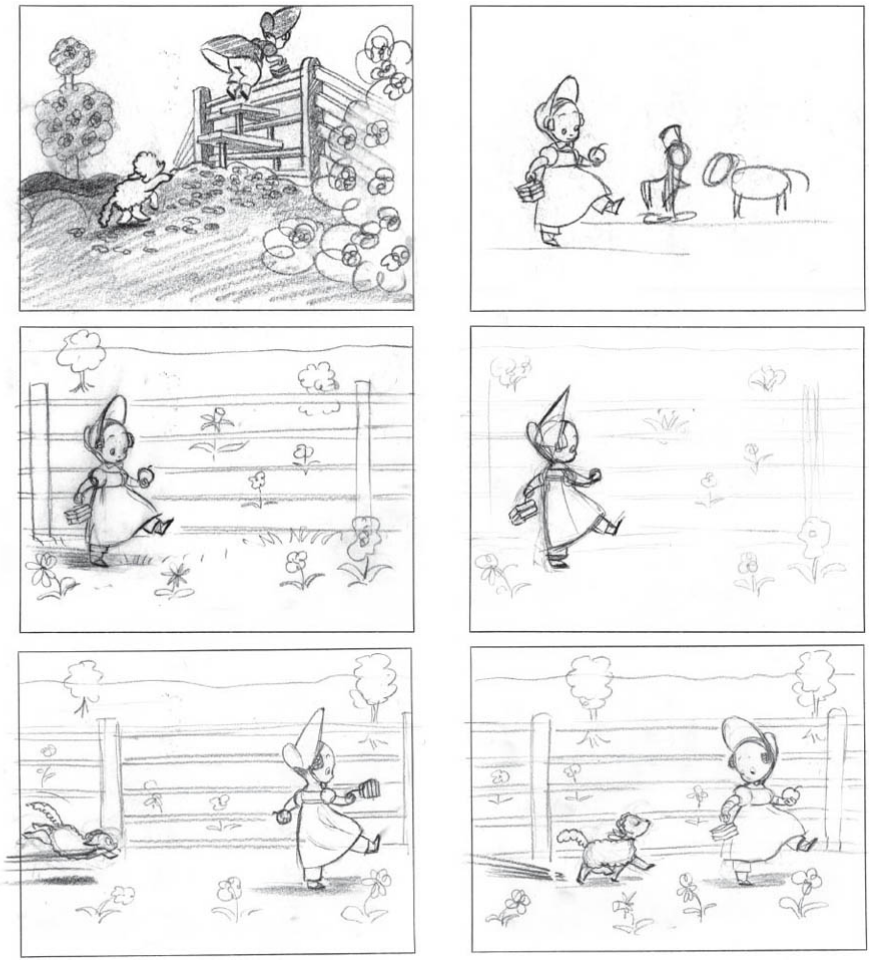
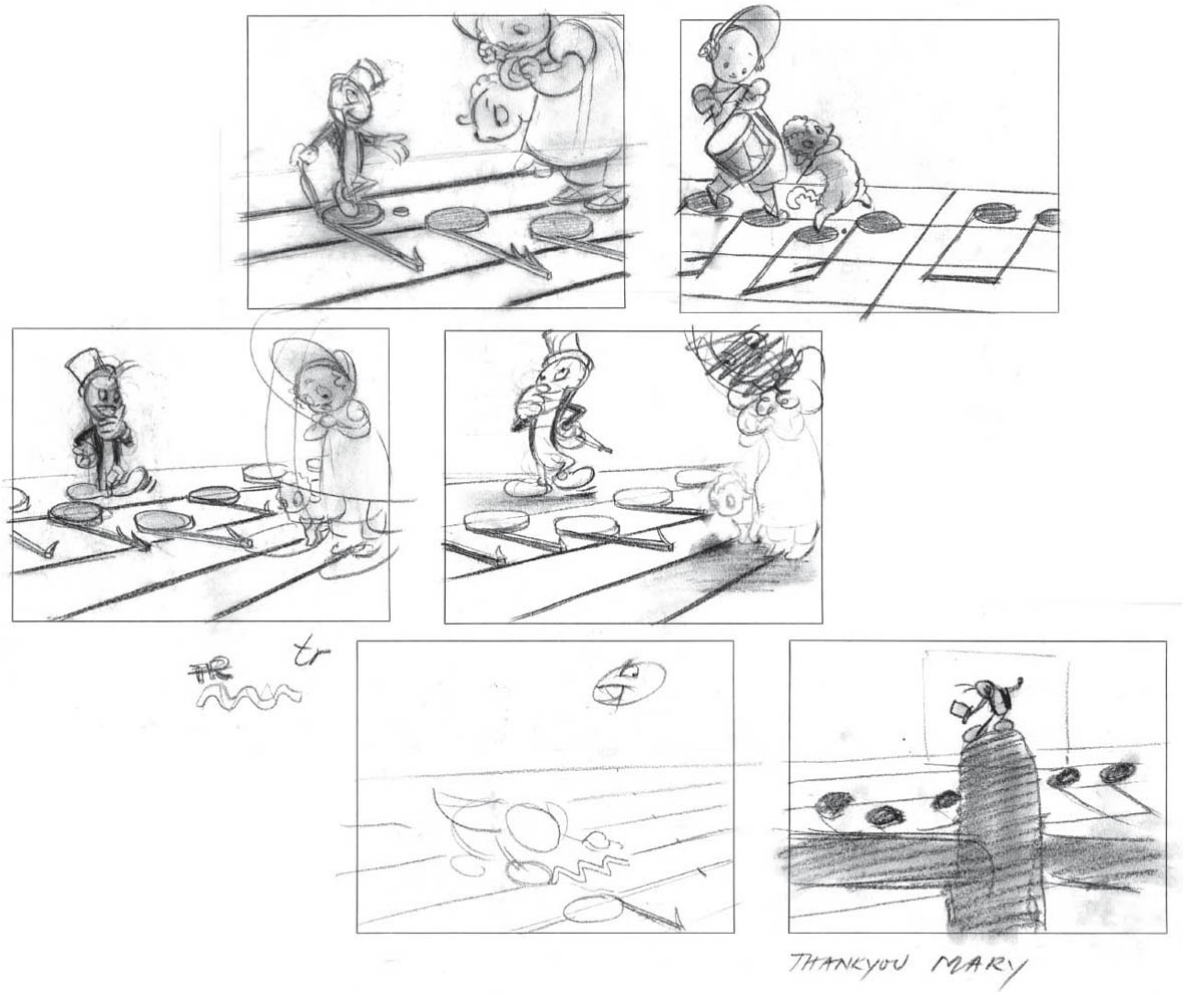


The *History of Music* also included a lullaby sequence which featured Mary, her little lamb, and Jiminy Cricket. Courtesy: Theo and Laura Halladay.



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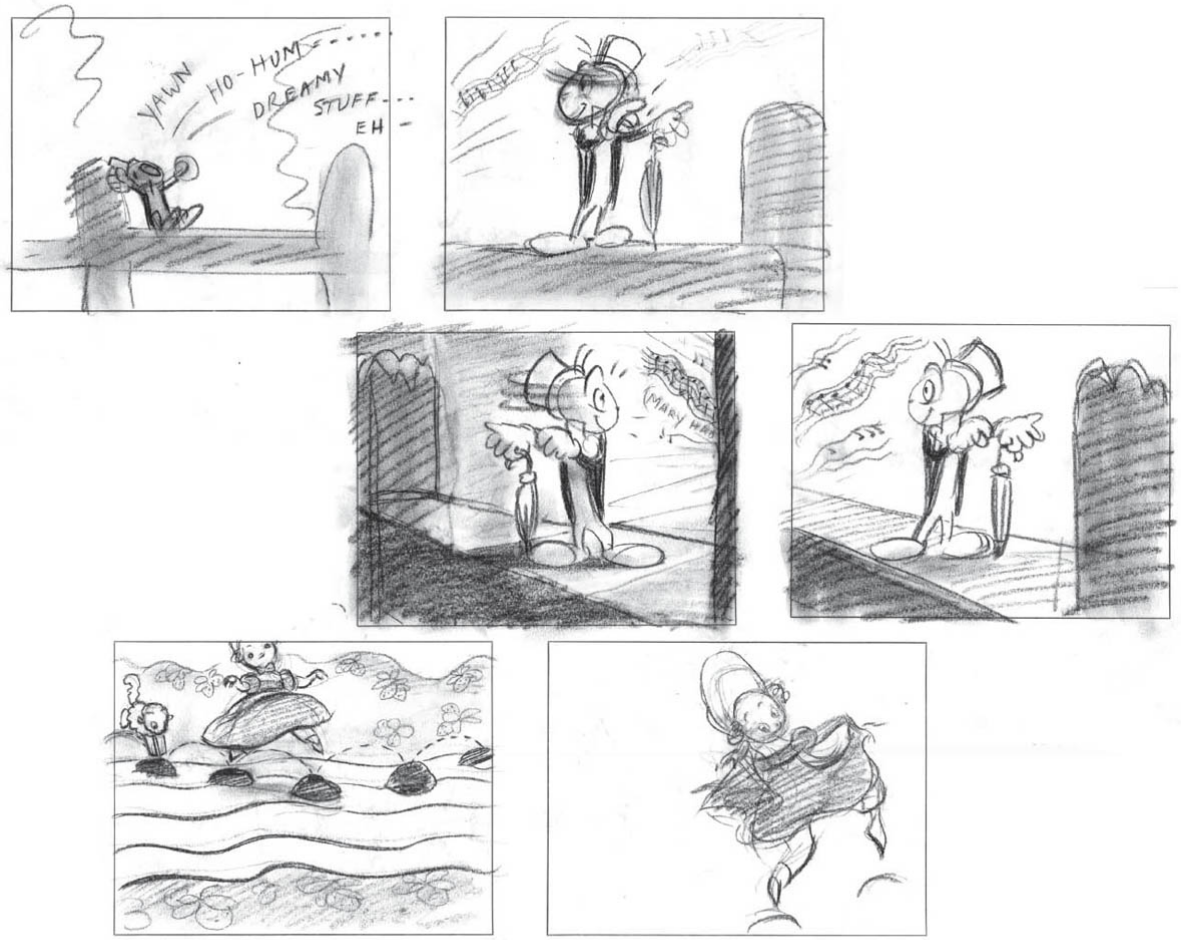

The *History of Music* also included a lullaby sequence which featured Mary, her little lamb, and Jiminy Cricket. Courtesy: Theo and Laura Halladay.

Gouache and pastel drawings for the *Two Silhouettes* sequence in *Make Mine Music*. Courtesy: Theo and Laura Halladay.

Gouache and pastel drawings for the *Two Silhouettes* sequence in *Make Mine Music*. Courtesy: Theo and Laura Halladay.

To connect the different segments of *Make Mine Music*, Sylvia worked on an abandoned project featuring the Greek muses. Courtesy: Theo and Laura Halladay.

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4

RETTA SCOTT

"Retta was strong, had boundless energy, and drew powerful animals of all kinds from almost any perspective and in any action. No one could match her ability."

—FRANK THOMAS AND OLLIE JOHNSTON ABOUT RETTA SCOTT

Retta Scott in front of storyboards of the abandoned project *On the Trail*.

There was so much raw strength in Retta Scott's drawings that when other artists saw them they were convinced that they had been drawn by a man.

Retta is well-known among animation enthusiasts as the first woman to become an animator at the Disney Studio. Beyond this claim to fame, Retta was a story artist of great talent. Along with Bianca Majolie, Sylvia Holland, and her friend Mary Blair, she was one of a handful of influential women in Disney's Story Department in the 1940s. Her story drawings and concept art designs do not deserve to be overshadowed by her admittedly masterful animation.

Retta Ernestine Scott was born in Omak, Washington, on February 23, 1916. Even as a young girl, she was creatively driven. "About the 4th grade, I was awarded a scholarship by the Seattle Music and Art

Foundation," she recalled in a short series of autobiographical notes written in the 1980s. "There I attended the creative art classes for ten years. The Foundation then planned a scholarship for me to go to the Chouinard Art Institute in Los Angeles where I spent three years."[108] Her colleague, Jamie Mitchell, elaborated on that period:

At Chouinard, Retta was a student of Rico Lebrun. She loved his stuff. Rico was this big man that had this vibe of power. He'd come into the room with his cape and he'd draw these fantastic drawings. And Retta tells this story about how she would come in and he'd look at her drawings and he would say, "You've got to draw more like a man!" meaning "You have to draw with more power." Then he'd do some drawings and he'd leave them and they would just sort of fall to the ground. When class was over, he would leave, and Retta and a friend of hers who was her roommate would gather up the drawings and they would take them home. This went on for a period of time. They were living in Laurel Canyon and had plastered Rico's drawings all over the apartment. One day there was a knock at the door and it happened to be Rico Lebrun, who'd pop in now and then. Retta was startled and scared because he walked into the room and took a look around at all these drawings. She was terrified and thought, "Oh my god, he's going to get so mad that I've stolen all these!" Then he looked at her and said, "Ah, finally you're getting it! Finally you understand what I'm saying! These are fantastic!"[109]

DISNEY'S FIRST FEMALE ANIMATOR

After Chouinard, Retta had her mind set on a career in the field of fine arts. But art-related jobs were difficult to find in the United States at the tail end of the Great Depression, as Retta explained in her autobiography:

> One may ask what prompted me to enter the cartoon industry, when for many years I had my heart set more on the fine arts painting and illustration. However, ending my third year at Chouinard Art School the school director, Vern Caldwell, suggested that I apply for work at

Walt Disney's. He knew I loved to draw animals and spent much time doing this at the Griffith Park Zoo and the Wild Animal Farm in Thousand Oaks.

At first I was a little disturbed about going to Disney's for, up to that time, their pictures were the seven-minute cartoon shorts including the characters Mickey Mouse, Donald Duck, Pluto, Goofy, and others they had developed. I had no inspiration to work on these cartoon shorts and was completely unaware of all of the feature-length pictures in the planning at the Studio.

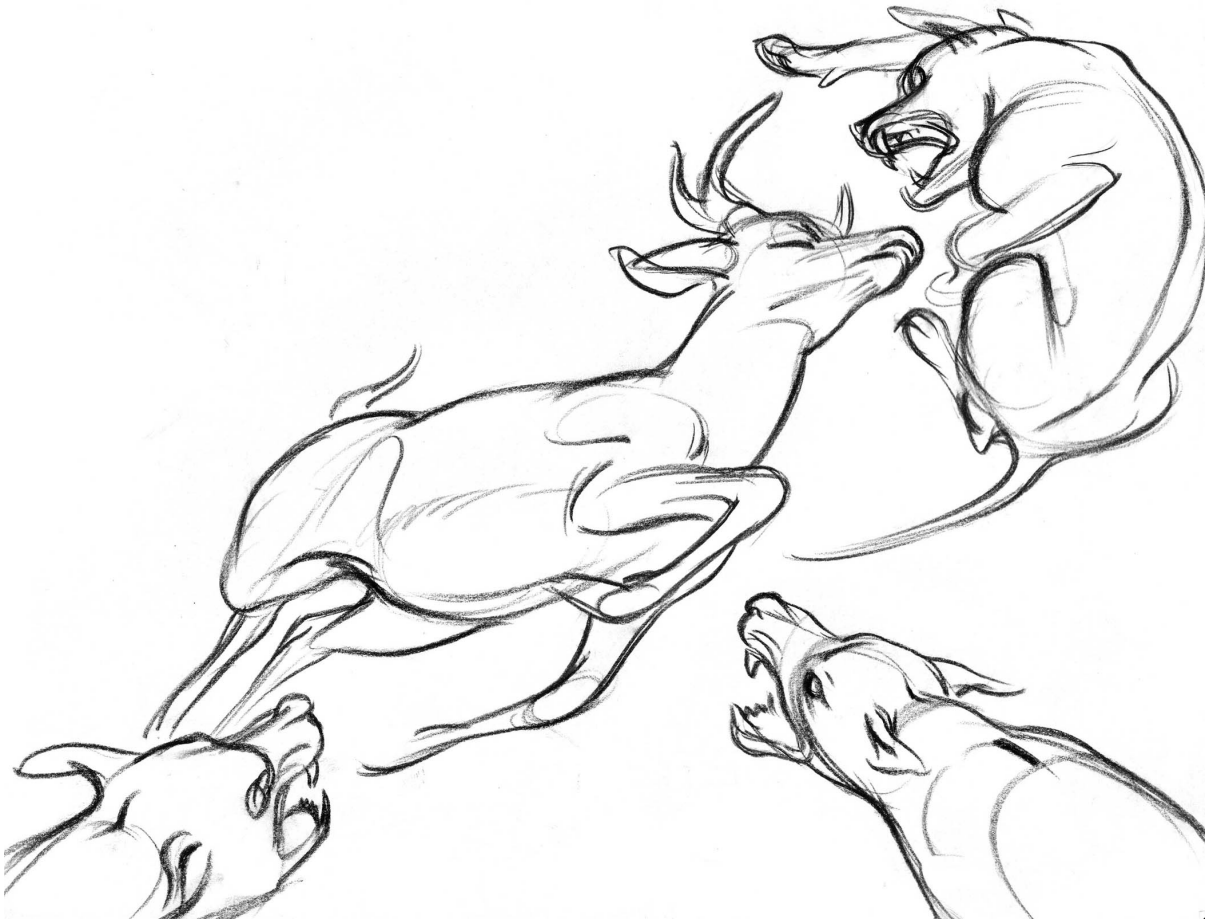
Vern knew that *Bambi* was in the making and felt I should fit in very well on this feature. So I began to work on *Bambi* in the Story Department [on March 23, 1939], on Seward Street. I have always been very grateful to Vern for prompting me to work at Disney's. I was delighted with the work and surprised to learn of all the wonderful work being done throughout the Studio. I was so glad to know and to work with so many talented artists.

For many months we worked on the storyboards, until the walls started caving in. In this old studio, the termites had done their work.

Friend Owl from *Bambi* by Retta Scott. Courtesy: Ben Worcester.

We moved to Burbank in [the fall of] 1939, into the new Disney studio, still under construction, into the Animation building. I worked with director Tom Codrick on the sequences of Faline and Bambi and the hunting dogs. I developed the hunting dogs into vicious, snarling, really mean beasts. I spent weeks on the dogs and almost every day [instructor] Rico Lebrun came to my room to give me much advice and support. I admired his tremendous draftsmanship and vivid enthusiasm. It really inspired me. [By August 1940] I finished all three sequences and they were ready for the layout men and the animators.

It was then that Dave Hand and Walt felt that I should animate the dogs and the deer in these sequences. Dave came in each morning to show me the principles of animation and timing. My first test was used for the picture. I was so pleased.



An example of Retta's powerful animation drawings for *Bambi*. Courtesy: Ben Worcester.

The men artists were stunned, as animators Frank Thomas and Ollie Johnston wrote in their book about *Bambi*:

> A startling moment for us came when we saw Retta Scott's amazing sketches of the vicious dogs chasing Faline and keeping her cornered on a high ledge. We wondered who at the Studio could have drawn this terrifying situation so convincingly and would have guessed that such virile drawings could have been done only by some burly man, probably with a bristling beard and the look of an eagle in his eye. We were amazed to find instead that they were done by a small, delicate, wonderfully cheerful young woman with twinkling eyes and a crown of blond curls piled on top of her head. Retta was strong, had boundless energy, and drew powerful animals of all kinds from almost any perspective and in any action. No one could match her ability.[110]

Frightening dog study for the dog-chasing scene in *Bambi*. Courtesy: Ben Worcester.

When artist Bianca Majolie joined the Story Department in 1935 as its first female artist, the Disney Studio had experienced what amounted to a small revolution. Retta becoming an animator on August 6, 1940, was a major one. In Walt's mind, the story artists were "a dime a dozen," but the animators were at the very top of the totem pole, the crème de la crème, the irreplaceable creative engine of the Studio. By becoming an animator, Retta Scott had joined the Phi Beta Kappa of Disney, and she knew it.

How did Walt decide to start opening the doors of the Animation Department to a woman? The successes of Bianca Majolie, Sylvia Holland, and Mary Blair in the Story Department had clearly helped his thinking evolve. But there were also some more practical considerations that he detailed in a speech given in front of an all-hands meeting on February 10, 1941.

> [An] ugly rumor is that we are trying to develop girls for animation to replace higher-priced men. This is the silliest thing I have ever heard of. We are not interested in low-priced help. We are interested in efficient help. Maybe an explanation of why we are training the girls is in order. First, I would like to qualify it with this: that if a woman can do the work as well, she is worth as much as a man. The girls are being trained for inbetweens for very good reasons. The first is to make them more versatile, so that the peak loads of inbetweening and inking can be handled. Believe me when I say that the more versatile our organization is, the more beneficial it is to the employees, for it assures steady employment for the employee, as well as steady production turnover for the Studio. The second reason is that the possibility of a war, let alone the peacetime conscription, may take many of our young men now employed, and especially many of the young applicants. I believe that if there is to be a business for these young men to come back to after the war, it must be maintained during the war. The girls can help here. Third, the girl artists have the right to expect the same chances for advancement as men, and I honestly believe that they may eventually contribute something to this business that men never would or could. In the

present group that are training for inbetweens there are definite prospects, and a good example is to mention the work of Ethel [Kulsar] and Sylvia Holland on "The Nutcracker Suite" and little Retta Scott, of whom you will hear more when you see *Bambi*.[111] Retta had no intention of disappointing Walt:

My director, Eric Larson, gave me much encouragement and guidance while I was doing my scenes. The dogs were so active and fast with the running and scrambling about trying to climb the cliff and sliding back . . . Sometimes there were up to two and three dogs in a scene and sometimes there were as many as a dozen. So it was hard to keep track of each one and I had to remember, if one fell, to bring it back in the scene.

This was sort of straight[ahead] animation and active timing. There was not much need for inbetween work. And as I only had been working on the dogs Eric felt that I should clean them up myself where needed. I estimated that during that year I had drawn over 56,000 dogs for *Bambi*. When I finished all the clean-ups they became ready for the inkers and painters.

The process, however, was more cooperative than what Retta implied in her autobiographical notes, as veteran animator Don Lusk explained in 2012 to animation historian Joe Campana: "I was responsible for [Retta's] first animation. She had no idea about timing but she drew the meanest looking dogs you ever saw. So I just took her drawings and I just slid them around and re-pegged them and re-timed them for her. She used my assistant's room and my assistant moved to the next room."[112]

A scary clown from *Dumbo* by Retta Scott. Courtesy: David Tosh/Heritage Auctions.

STORY ARTIST, FIRST AND FOREMOST

Those early years at the Studio were a delight for the young Retta. “She was just the nicest, funniest person you could meet,” remembered Bud Luckey, who worked with her at the end of her career. “She always was upbeat and direct. Her laugh was great. I can hear it now. While at

Disney, she used to walk to work from time to time. Walt would sometimes see her and give her a ride the rest of the way to the Studio." Many years later she would confide that she saw Walt as a second father. That second father would chide her at times, like when he saw her feed the cats at the Burbank Studio. As a good midwesterner, Walt feared that the well-fed felines would become less-effective as rodent deterrents.[113]

After *Bambi*, Retta animated the centaurettes in "The Pastoral Symphony" sequence for *Fantasia*, briefly, and helped design the weasels in *Wind in the Willows*, but the later project was shelved due to the financial troubles the Studio was experiencing in 1941.[114] In May 1941, the infamous strike started. Retta did not join the protests. Only three animators were left in her wing of the animation building: Eric Larson, Art Elliott, and herself. By then, the artists who had not gone on strike were all working on *Dumbo* to complete it for release.

Retta showing a sketch created for *Dumbo* to one of the clowns from the Cole Bros. Circus.

The experience of the strike was particularly traumatic for the female animator. "Retta would drive her car onto the lot during the strike and some of the boys were pretty mean to her," explained director Jamie Mitchell. "They would slap their placards onto her car and tell her, 'What are you doing here anyway? You should be home having babies.' She dealt with a fair amount of pretty rude sexism at the time. I think that hurt her."[115]

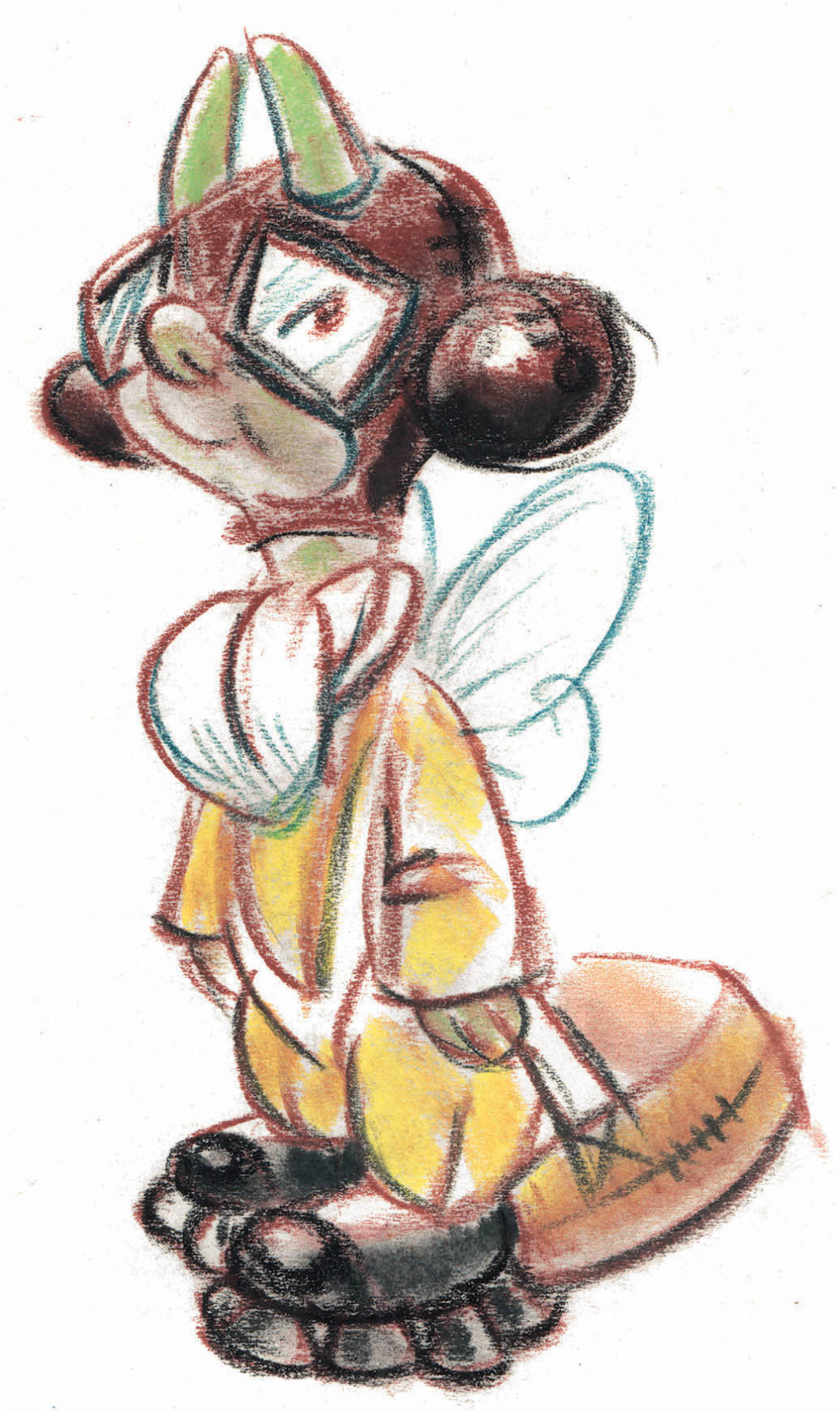
All was not gloom and doom, however. On June 20, 1941, the movie *The Reluctant Dragon* was released—a film that must have pleased her. The film explained how the characters were designed, and Retta was featured as an artist drawing an elephant, one of the few Disney animators assigned a small acting role.

A few months later, in September, Retta and her colleague animator, Woolie Reitherman—whom Retta had dated for a while[116]—collaborated on some side projects on their own time. They produced a number of large paintings of military aircraft for officers' clubs in Southern California, as well as the mock-up of a personal book project: a story for kids about a bomber plane called *B-1st*. But the book, whose central character would have been a perfect fit for the Disney movie *Planes* seventy years later, was never released.

As a consequence of the strike, Retta was laid off on November 24. She spent the first part of 1942 illustrating a parts catalog.[117]

The following summer, on August 12, 1942, the Studio decided to hire her again. There was a catch, however: due to the strike, she had been *jobbed down*. "[In the Animation Department,] there were about eight grades [with the first one being the one linked to the highest salaries]," explained Retta many years later in an interview with animation historian Robin Allan. "I was on the first level, and after the strike they wanted to jog me down to about three because of the price. I thought about that when I moved back to the Story Department, [where] I worked with Homer Brightman."[118]

In 1944, she also painted backgrounds for the educational shorts *Tuberculosis* (for which she also worked on story), *Cleanliness Brings Health, Infant Care and Feeding*, and *Hookworm*. But those shorts, created at the request of the Coordinator of Inter-American Affairs, were produced with very low budgets and were likely unsatisfactory from a creative standpoint.



Character study by Retta for the abandoned *Gremlins* project. Courtesy: Ben Worcester.

B-1ST
B-1ST

Cover and three interior pages from the storybook *B-1st* that Retta created with her colleague Woolie Reitherman. Courtesy: Ben Worcester.

The projects that Retta tackled during World War II were less exciting to her than those she had worked on in earlier years. She neglected to mention her work on *Chicken Little* (along with Martin Provensen), *The Gremlins*, or *Victory Through Air Power* in her autobiographical notes forty years later. In her mind, *Victory Through Air Power*, the 1943 Disney movie that presented the air force as the key solution to winning the war, became "Victory Through Arrow Power" since the film's artists spent all their time drawing maps with arrows flying over the earth.[119]

During these gloomy war years, Retta could count on the friendship of her talented colleague, concept artist Mary Blair.

> I enjoyed her beautiful friendship and her color. We'd get together [everywhere]. I said, "Let's go up to Canada." So we took a motor trip up to Vancouver and the islands. [During World War II] I lived with Mary when Lee [Mary's husband] was [stationed] on the East Coast. I was renting a house not far away, but [in 1944] she said, "I'm going to Georgia to do *Song of the South*," and [before that to Cuba, in 1943]. So I stayed right there for several years.[120]

Cover and three interior pages from the storybook *B-1st* that Retta created with her colleague Woolie Reitherman. Courtesy: Ben Worcester.

AMERICAN FOLKLORE

The financial prospects of the Studio improved after the war. In July 1945, Retta and artist James Bodrero were assigned to a new project, a musical short probably envisioned as a sequence for a proposed American Folklore package feature. The famous historian George Rippey Stewart had been hired for a few weeks to provide guidance on the overall continuity of the potential feature, which would have included sequences about John Henry, Johnny Appleseed, Paul Bunyan, and Pecos Bill.[121] *On the Trail*, the sequence that Bodrero and Retta Scott were tackling, would have been

accompanied by composer Ferde Grofé's *Grand Canyon Suite*. It featured arresting characters based on the kachina sacred spirits of the Hopi Indians and revolved around the adventures of two young Indians, a burro, a snake god, a roadrunner, a longhorn, and a comedic vulture, whom one imagines striking a friendship with the parrot José Carioca or the charro rooster Panchito.

As was the case with her colleague Sylvia Holland, when Retta was working on her projects, she conducted detailed research, studying the culture and traditions of the Hopi Indians before tackling this new challenge. Her kachina designs were based on the books *Hopi Kachinas* by Edward A. Kennard, illustrated by Edwin Earle (J. J. Augustin, 1938) and *Hopi Katcinas Drawn by Native Artists* by Jesse Walter Fewkes (US Bureau of American Ethnology, 1903). Though Retta acknowledged her sources in the margin of her drawings, she used the books purely as inspiration. Her kachinas were infused with a mature sense of design: they feel like they will soon jump out of the page, ready to be animated for the big screen. One gets the sense that the visual and story possibilities would have been almost limitless had the project been moved to production. But Retta and Jim struggled for months with the plot, and the results did not please Walt. Good ideas never die: many years later the Disney Studio produced the live-action nature short *Grand Canyon* (1958) using Grofé's music.

During her last year at the Studio, Retta worked on at least three other projects in addition to *On the Trail*, all of them eventually abandoned: *Penelope* (along with her friend Mary Blair), *History of Jazz*, and an adaptation of the 1894 novel by Cecilia Viets Jamison, *Toinette's Philip*—an old-fashioned story, which a decade earlier had been a live-action movie titled *Rainbow on the River* (1936), revolving around the life story of an orphan (Philip) raised in New Orleans by his Creole nurse (Toinette), his friend, Dea, and their dog.

The masterful use of colors that pervades Retta's storyboard drawings for *On the Trail, Penelope, History of Jazz*, and *Toinette's Philip* is reminiscent of Mary Blair's work. Whether Mary inspired Retta or the other way round is up for debate. The end results are clear highlights of Retta's career. Unfortunately, they were the last drawings she would do as an artist for the Studio. She resigned on August 2, 1946, after having

married navy submarine commander Benjamin Worcester. The couple moved to Key West, Florida, and then to Washington, DC, where Retta continued to work as an illustrator.

Retta at work on the abandoned project *Toinette's Philip*. The storyboard in front of Retta shows drawings created for *On the Trail*. Courtesy: Ben Worcester.

THE TALENTED DYNAMO

"In Washington, DC, I worked at the Pilgrim Animation Studio and the Washington Video Productions," remembered Retta. "Then while in Connecticut I was asked to do the Large Golden *Cinderella* book for Simon & Schuster, and eventually did a number of children's books (both picture and text books) over the years, for Simon & Schuster, Prentice Hall, and other publishers."

The books Retta illustrated in those years include *The Santa Claus Book, Christmas in the Country, Happy Birthday, Dolphin Dishes—The Submarine Cookbook, The Magic Pot and Other Nursery Tales*, and at least two Disney volumes: *Walt Disney's Cinderella* and *Walt Disney's Cinderella Puppet Show*.

Artist Bud Luckey remembered Retta telling him that the *Cinderella* book was drawn before the film was completed and that she was upset that her dress for the ball was a different color from the dress in the feature. When she pointed out the inconsistency to Walt's brother Roy, Roy put her at ease by reminding her that a princess could have as many dresses as she liked.[122] Retta also illustrated the *Mary Poppins* booklet in 1964 to accompany the Disneyland Storyteller record album, *The Story and Songs of Mary Poppins*, narrated by Dallas McKennon. Retta had originally drawn Mary Poppins to look like Julie Andrews. Unfortunately she did not realize that Disney was not always allowed to use Andrews's likeness on some items and another artist had to modify Mary's face.[123]

Retta's book career ended when she moved to Hawaii. "This was too far away from New York to continue this work, so I had fun painting and learning Chinese calligraphy. Also, for several years I designed and silkscreened Greeting and Christmas cards for individuals and companies." Her son Ben recalled those years.

> My mother would wake up in the morning, have her cup of coffee, read the newspaper, do the crossword and then get to work and she'd work until sometime after lunch and then maybe just sort of mused over her work and such. I remember that she drew lots of Christmas cards, did some silkscreens for the American Cancer Society and designed the Husky Ski Club logo.[124]

In early 1980, director Martin Rosen called her for an interview. "He had learned that I had done the dogs in *Bambi*. So I went to work at Nepenthe Productions on *The Plague Dogs*. I worked at Nepenthe for two years, first as assistant animator, then animator, then head clean-up animator." While at Nepenthe, Retta met design artist Bud Luckey, who ended up hiring her in 1982 to work for his newly created company

Luckey-Zamora Picture Moving Company, for which Retta worked as an animator on several commercials, including "Waffelo Bill" for Waffelos, and "Cookie Jarvis" and "Cookie Crook" for Ralston-Purina's Cookie Crisp cereals.[125]

In 1981, Retta divorced Benjamin Worcester. From early 1983 to February 1984, Retta got to animate, develop character designs, and paint backgrounds (along with Mary Blair's husband Lee) for a project that excited her more than working on commercials. The project was a half-hour animated Christmas special called *The Christmas That Almost Wasn't*.[126] Nolan Bushnell, the founder of Atari, who at the time owned Pizza Time Theatre, had decided to use his company to produce the special.

Jamie Mitchell, who was in his twenties when he was hired to direct the show, remembers that time.

> Retta was living in Foster City . . . I don't know how she found out about us, but she sought us out. I had about nine or ten people working on my staff. Lo and behold, she came in and had this big portfolio and plunked it on my desk and said, "You gotta hire me." I was dumbstruck and, of course, I hired her!
>
> One of the things that were in her portfolio was a drawing that she had done while she was in college to prove her skills as a draftsman. It was a drawing of a man's hands folded in on each other. It was extraordinarily accurate: the veins, the hair, the texture. I was mesmerized by the drawing and the way the fingers overlaid themselves and by the heaviness and the weight. The sheer skill was just mind-blowing to me. When she was younger, she would send her portfolios out cold, without any warning. And then they'd say, "Okay, we want to see you." And they'd always be surprised that a woman would walk into the room as opposed to a man because, as she said, "Everybody used to say I draw like a man." The power behind her work was just extraordinary. And she was so little, she was this little 5'2" dynamo! When she worked [on the project], she was ecstatic. Just extraordinary enthusiasm.

> As part of the show we were doing there were these deer and one of the hardest things to do is to animate a deer's antlers as they are moving and rotating. Bob Pauley and I were going back and forth on it and we were kind of chuckling and thinking, "My god, we're a couple of twenty-year-old kids and we got this legendary animator, why don't we use her?" So I brought her in my office and I said, "Retta, you're going to give us a tutorial on drawing deer antlers." She said, "I'd be happy to!" Bob and I sat on one side of the table and she sat on the other side and she began to demonstrate how to do it. And as she was drawing the deer head and the deer body, as it formulated itself in front of us, I realized she was drawing it upside-down so we could see the drawing. It was upside-down for her! Imagine taking that into consideration: drawing a deer head with antlers, but doing it upside-down, from your point of view. She was doing it so that we, Bob and I, could see how you do it.[127]

The Christmas special was one of the first attempts at CGI animation and was too ambitious for the time. When the project was abandoned, Retta got to work on one last animation project: a 1984 trailer for *Dragonflight*, for Tercel Inc.

A peppy woman and a draftsman of the first caliber, Retta remained the forgotten heroine of Disney's Story Department for years.

In December 1985, she suffered from a stroke and passed away on August 26, 1990.

Illustration by Retta for the booklet accompanying the record album *The Story and Songs from Walt Disney's Mary Poppins*. Courtesy: Ben Worcester.

Retta's powerful story sketches for *Bambi* convinced Walt that she would be the perfect fit to animate the scene of the dogs chasing Faline. Courtesy: Ben Worcester.

Retta's powerful story sketches for *Bambi* convinced Walt that she would be the perfect fit to animate the scene of the dogs chasing Faline. Courtesy: Ben Worcester.

Character sketches for *The Wind in the Willows*, which after World War II became half of the movie *The Adventures of Ichabod and Mr. Toad* (1949). Courtesy: Ben Worcester.

Character studies for the 1943 propaganda short *Chicken Little*. A totally different version of the same story was released by Disney in 2005.

Courtesy: Ben Worcester.

Character studies for the 1943 propaganda short *Chicken Little*. A totally different version of the same story was released by Disney in 2005.

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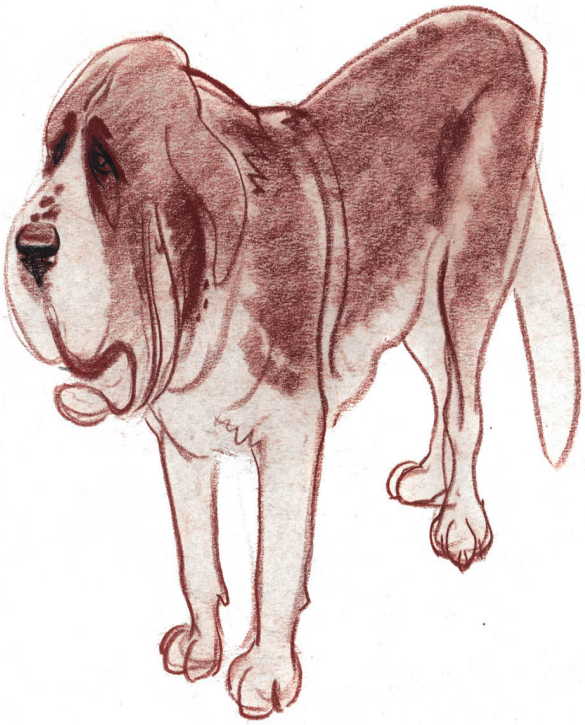
Story sketches from *Chicken Little*. Courtesy: Ben Worcester.

Character studies for the 1943 propaganda short *Chicken Little*. A totally different version of the same story was released by Disney in 2005.



Early character studies for *Lady and the Tramp*. Courtesy: Ben Worcester.

Concept painting for the abandoned project *On the Trail*, featuring five kachina spirits and two Hopi maidens wearing the traditional butterfly whorls. Courtesy: Ben Worcester.

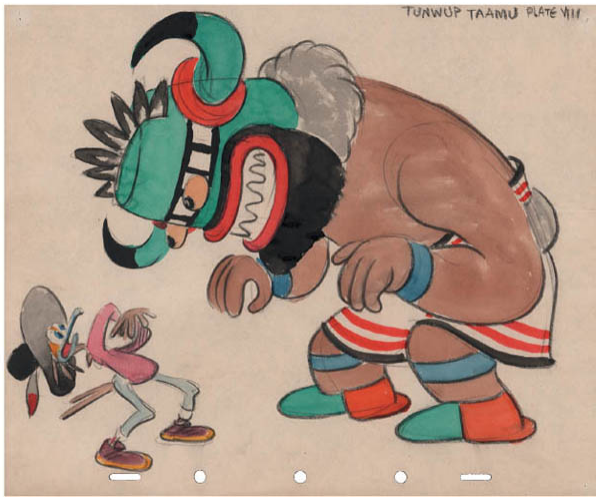
Character studies for the abandoned project *On The Trail*. Courtesy: Ben Worcester.

Character studies for the abandoned project *On The Trail*. Courtesy: Ben Worcester.

Character studies for the abandoned project *On The Trail*. Courtesy: Ben Worcester.

Owa, A'Hote, Kwewu, and Kumbi Natacka.

Character studies for some of the Hopi Indians' sacred kachina spirits who would have been featured in the abandoned project *On the Trail*. Courtesy: Ben Worcester.



Lenya with the snake god Palulukon, Matia, Tunwup Taamu, and Sowinwu.

Character studies for some of the Hopi Indians' sacred kachina spirits who would have been featured in the abandoned project *On the Trail*. Courtesy: Ben Worcester.

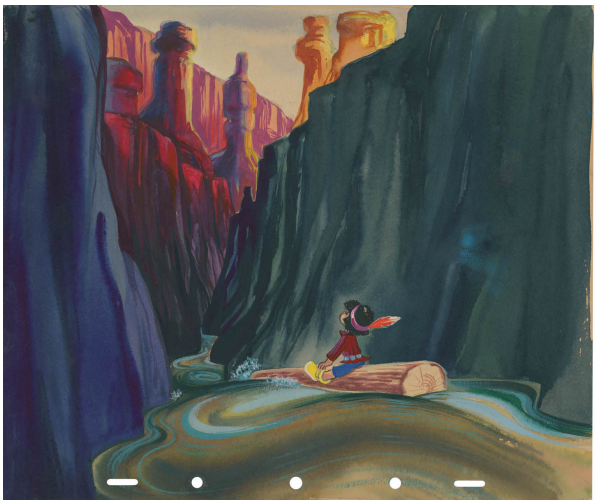
Macibol, Kowako, and Patszro.

Character studies for some of the Hopi Indians' sacred kachina spirits who would have been featured in the abandoned project *On the Trail*. Courtesy: Ben Worcester.

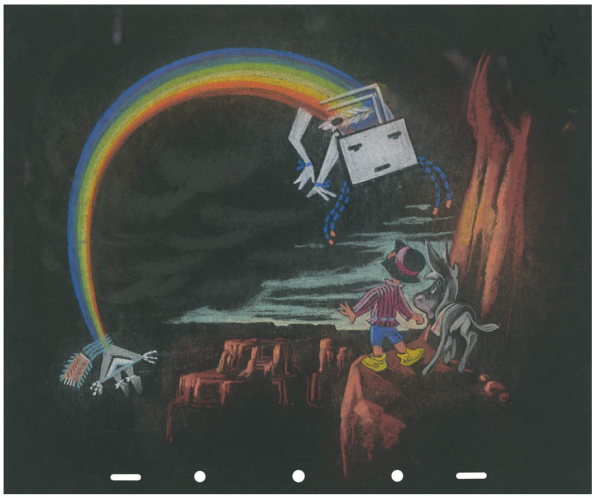
Turkwinu, Humis, and Hopi Avatc Hoya. Courtesy: Walt Disney Animation Research Library.

Character studies for some of the Hopi Indians' sacred kachina spirits who would have been featured in the abandoned project *On the Trail*. Courtesy: Ben Worcester.

Splendid scene study for *On the Trail* featuring various kachinas.



Various scene studies for *On the Trail* involving the fascinating mythology of the Hopi Indians.



Various scene studies for *On the Trail* involving the fascinating mythology of the Hopi Indians.

Concept paintings for the abandoned project *Penelope*. Retta's style mimics Mary Blair's. Courtesy: Ben Worcester.

Concept art created for the abandoned project *Toinette's Philip*. Courtesty: Ben Worcester.

Scenes from New Orleans as imagined by Retta Scott for *Toinette's Philip*.

New Orleans' carnival, for *Toinette's Philip*.

5

DAVID HALL

"David always came to work dressed in a jacket, a tie, and French cuff links. He was a very pleasant person to be around and hugely talented."

—WILLIAM CREBER ABOUT DAVID HALL

David Hall presents his *Bambi* story-boards to director James Algar (to his right) and other members of the *Bambi* team.

In the eyes of many animation historians and enthusiasts, David Hall is one of the most revered of Disney's concept artists. But in 1939, David Hall was way ahead of his time and did not fit in at the Disney Studio.

David Samuel Hall was born in Northern Ireland to American parents on September 23, 1905. According to his daughter-in-law, Jane, "he loved to draw and he always said, 'I don't remember a day in my life that I didn't draw.' That's what he wanted to do and that's what he did all his life. He just had a great passion and everyone enjoyed seeing what he drew."[128]

David's father and two uncles were in the business of importing distilled spirits from Ireland to the United States. In October 1916, the family returned to Pittsburgh, where they'd lived before moving to Ireland. A few years later, they moved to Los Angeles, where David attended Hollywood High School and then the Art Center College of Design in Pasadena.[129]

By 1928, David had joined the Fox Film Corporation, what would later become Twentieth Century Fox, as part of their art department, handling set decoration for Raoul Walsh's *The Red Dance*. By 1929, he had been promoted to art director on another Raoul Walsh movie, *Hot for Paris*. As art director he tackled classics like *Dante's Inferno* (1935) with Spencer Tracy, John Ford's *Wee Willie Winkie* (1937), and *The Three Museketeers* (1939) with Don Ameche and the Ritz Brothers.

Toward the end of 1938, Hall met artist Phil Dike, an art instructor at the Disney Studio, and the man, who, along with Don Graham, had helped establish Disney's training program in the mid '30s. Phil, officially a member of Disney's Color Department, was also in charge of locating new talent for the Studio. He apparently liked what he saw in Hall. On January 19, 1939, he wrote David a letter:

> Dear Mr. Hall,
>
> I have intended for several weeks to contact you in regard to the possibility of an affiliation with this Studio.
>
> As I explained when you were in to see me, it would be wise to get the opinion of various department heads in regard to where you might best fit into the organization.
>
> Would it be possible for us to arrange a time in the near future for a conference with the head of our Personnel Department to discuss the actual advantages within this Studio?[130]

What happened next remains a mystery of sorts. According to Joe Grant, however, Hall was hired on the sly, which led to his being dismissed fairly quickly.

> [Disney executive] Hal Adelquist had decided to go off on his own and do his idea of *Alice in Wonderland*, . . . and brought this fellow David Hall in and put him in a room. He wouldn't let anybody in to see what he was doing. Finally he presented [the boards] to Walt and Walt didn't like it. In the first place it was so far from [the style of British illustrator John] Tenniel. There was no business in it. They were just straight illustrations, which to [Walt] would be useless. He was looking for ideas. It was representational work. It was an

> arrogance on [the executive's] part and Walt disliked the stuff based on the fact that Adelquist did it underhandedly. Things like that happen.[131]

Artist Herb Ryman shared the same story, though he remembers that it was Disney's director, Dave Hand, rather than Hal Adelquist, that put David Hall in a room to work.[132]

THE DAPPER ARTIST IN WONDERLAND

Regardless of who actually hired him, Hall joined Disney's Story Department on March 1, 1939, and immediately started working on *Alice in Wonderland* in an office away from the main Disney Studio on Hyperion Avenue, at 861 Seward Street, where the team that was developing *Bambi* was also located.[133]

Six foot three, always dapper, and smoking a pipe, Hall was a towering presence, a gentleman, and a workaholic. Art director William Creber, who worked with David near the end of his career, in the '60s, had this to say about him:

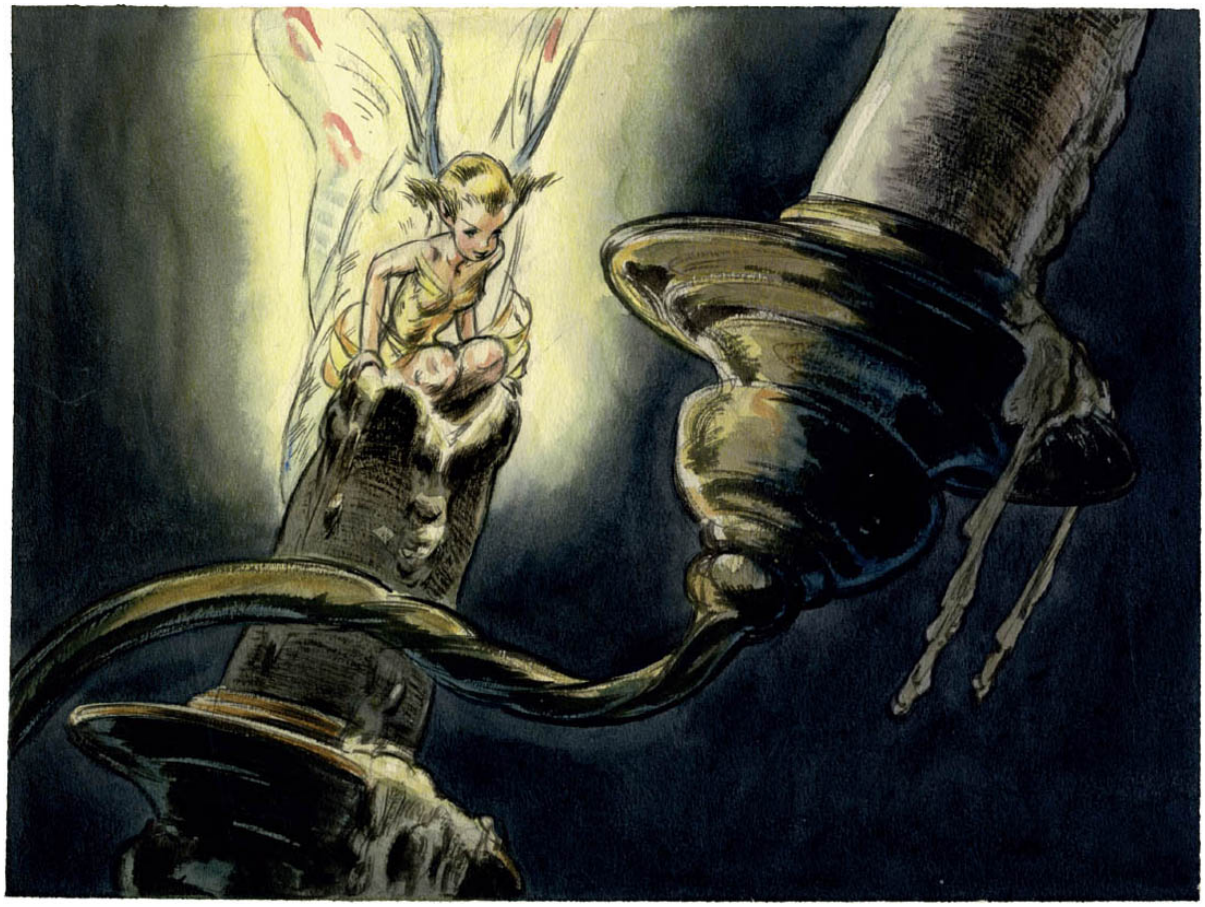
> David was a very friendly man. He was a very pleasant person to be around and hugely talented. He always came to work dressed in a jacket, a tie, and French cuff links. He was very neat and highly organized where he worked. The [work] space was always perfect. Before he would leave at night, he would empty his water which was in a crock on his desk. He would clean all his brushes, and in the top drawer of his desk he would align all his brushes by size. After they were cleaned and carefully groomed, he would put everything away and wipe the desk clean. As I recall, there was nothing on the desk. And then, the watercolor paper that he used was stored. He had a place for that [too], and it was [then] all out of the view.[134]

Dressed in an elegant three-piece suit in a neat environment of his own making, David Hall never stopped drawing. "He drew really fast," recalled his daughter-in-law Jane Hall. "A lot of times they'd be little pictures. Sometimes they'd be bigger, but he would draw for the ideas and then he would refine them on another piece of paper. There was always a lot of paper around."

"He was very meticulous," added William Creber. "And it was mostly ink and watercolor."[135]

In his few months at Disney, Hall drew more than four hundred pieces of story art to present his vision for *Alice in Wonderland*. His creations were elaborate, highly rendered, and rather close to the look of the book's original drawings by John Tenniel. David's style combined the best of book illustration and live-action design. It was stimulating, inventive, and very far from the cartoony world of his concept artist predecessors Albert Hurter and Ferdinand Horvath.

Despite what Joe Grant and Herb Ryman claimed many years later, Walt must have been aware of David Hall's presence at the Studio, since his name appeared in notes of a story conference about *Alice* held on June 12, 1939, which Walt is bound to have read at the time. But Hall was working at 861 Seward Street, far from the main studio, which gives credibility to Herb Ryman's claim that at some point "[Dave] Hand [or Hal Adelquist] sprung the artwork on Walt." Walt had mentioned in a story meeting that his artists would "have to sort of adapt Tenniel's drawings to our own style. I think adding cute little coloring would add fascination to it."[136] David Hall's drawings were visually striking, graphically exciting, and often surreal. They were not cute, however, which probably explains why so little of his work was included in the final movie when it was released more than ten years later in 1951. Alice's cat, Dinah, and the White Rabbit's spectacles, two details that Hall introduced in his drawings and that do not exist in Tenniel's illustrations, are the exceptions.



Tinker Bell by David Hall. Courtesy: Wonderful World of Animation.

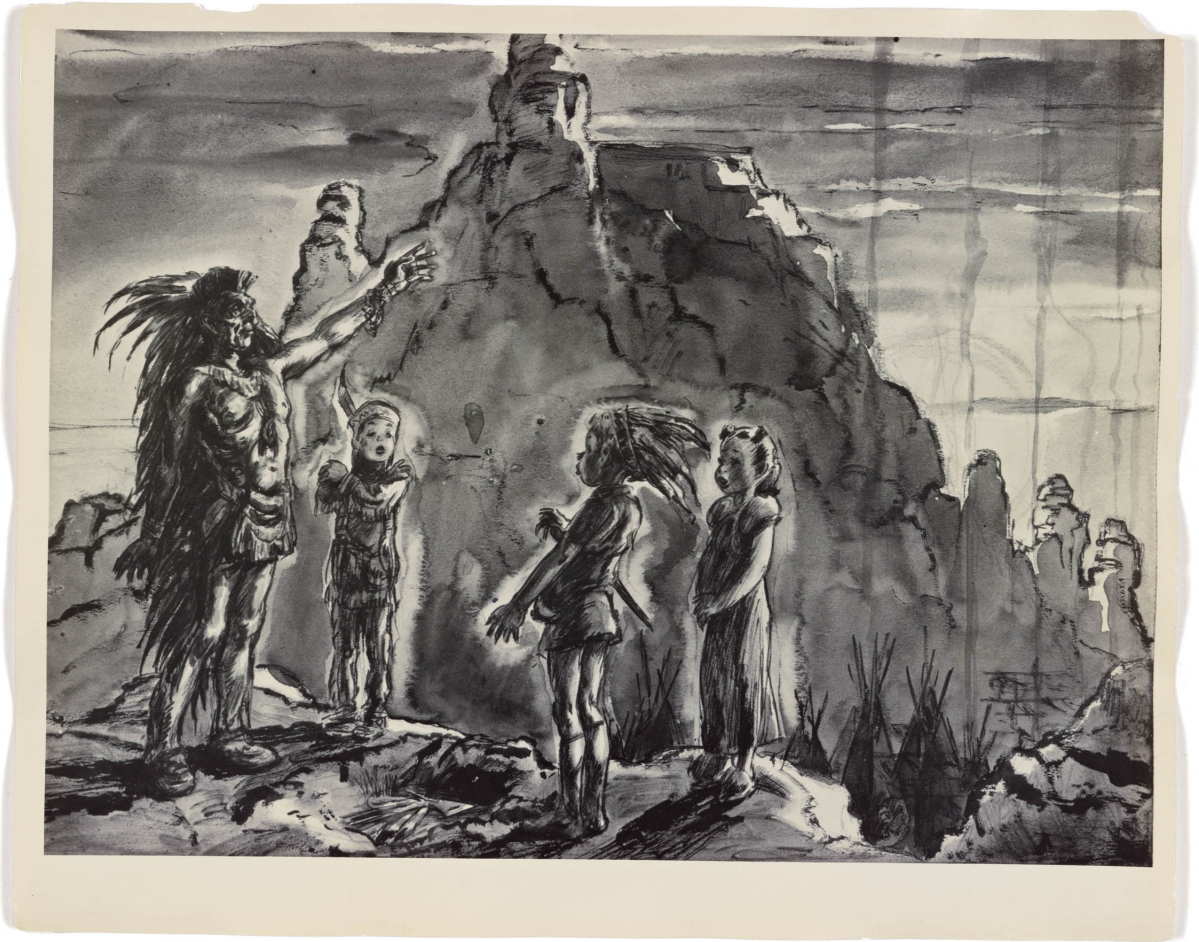
Alice meets the Cheshire Cat.

Peter Pan welcomes Wendy and Michael in the pirates' treasure room. Courtesy: The Walt Disney Family Museum.

FROM WONDERLAND TO NEVER LAND

For years, historians believed that Hall's work at Disney had been mostly limited to *Alice in Wonderland*. The hundreds of drawings he had created for that movie seemed enough to have filled the fifteen months he spent at the Studio. And yet he was heavily involved in at least three other projects beyond *Alice*.

Hall created a handful of realistic drawings for *Bambi* that helped visualize the sequence in which the animals flee the presence of man in the forest. Those drawings have the visual strength that one usually attributes to artist Retta Scott's work on that same movie.



Peter and Wendy meet the Indians from Never Land. The color original has yet to be rediscovered. Courtesy: Susan and Eric Goldberg.

But it is on *Peter Pan* that Hall's imagination really roamed free once again. For that movie, as for *Alice*, Hall never stopped drawing, and whereas for *Alice* he had worked both in graphite pencil and in color, for *Peter Pan* he seemed to switch fully to ink and watercolor paintings. With those luminous and often fanciful renderings, Hall expressed his vision for most of the scenes of the movie: from the nursery to the island of Never Land, from the meetings with the pirates to the encounter with the sirens and the lost boys. Some of those drawings are so striking—Captain Hook dining with Tiger Lily, Peter at the helm of the pirates' ship—that one is bound to believe that Walt must have been at least intrigued by Hall's visual ideas. But *Peter Pan* was another of the ill-fated projects that would only be completed in the '50s. When production was halted by Walt on January 23, 1941, David Hall's concepts were shelved.[137]

Before his departure, David was able to give one last bow on the Disney stage.

On Wednesday, May 29, 1940, just three days before he was laid off, David took part in a story conference which included artists Ham Luske, Jim Handley, T. Hee, Hal Sloane, Ray Jacobs, and Berk Anthony. Throughout this session, Hall presented the storyboards he had created for the cartoon adaptation of the book *The Reluctant Dragon*, which in 1941 became part of the movie of the same name featuring Robert Benchley visiting the Disney Studio. And so, for the first and last time, we "hear" Dave's voice in a story meeting. The conversation reveals that Hall's style was not embraced by his colleagues.

After Hall's presentation of the story continuity, his colleague Jim Handley started the questioning aimed at improving the boards: "Did you have any reason for staging it this way rather than have the kid hear the voice and go over to find the dragon behind the rock?"

"I think you have more of suspense by him not knowing what it is," countered Hall.

"Couldn't you get it in the other way too?"

"It only has more suspense this way." And the discussion went on, with the artists passionately arguing about the story and the staging.

Toward the end, however, artist T. Hee voiced a concern that might have stung somewhat: "I think Dave's board is overdrawn."

This concept drawing from *The Reluctant Dragon* is described in a story session led by David Hall in May 1940. It might be the only known example of Hall's work on the movie. The color original has yet to be rediscovered.

"This is quite possible because I tried to use some things out of the book," answered Hall, who had in mind the drawings of the great British illustrator Ernest Shepard.[138]

To the Disney artists, used to the cartoony style of Hurter and Horvath or to the stylized designs of Gustaf Tenggren and Kay Nielsen, however, the flurry of lines and details in Hall's drawings must have seemed overwhelming. Hall's *Reluctant Dragon* drawings could not be located and we may never know what T. Hee and Jim Handley saw that day, but it is clear that Hall's style was not easily accepted at Disney in the early '40s.

On June 1, 1940, as the Studio started to feel the financial pinch of WWII, Hall was laid off, along with several of his colleagues, including Phil Dike, Herman Schultheis, Bill Wallett, and even the head of the Personnel Department, Paul Hopkins.[139]

FROM HOLLYWOOD TO FREEDOMLAND

His short stint at Disney did not dampen Hall's passion for work. "He was a little introverted," recalled William Creber, who worked with him on the movie *The Greatest Story Ever Told* (1965). "He was very meticulous. He would compose [paintings] and drawings way beyond what we would probably need and so we used his paintings almost like research. It was mostly ink and watercolor."[140]

David Hall decided to return to work for the live-action studios that he knew so well. In April 1941, he landed a job as production designer at Columbia Pictures for the movies *Ladies in Retirement* (1941) and *Adam Had Four Sons* (1941). Before the end of World War II, he had moved again, this time to MGM, where he tackled some of his most significant projects, including *Quo Vadis* (1951), *Ben-Hur* (1959), and *King of Kings* (1961). His daughter-in-law, Jane Hall, offered this portrait of him:

> He was kind of shy [and] he had a British manner about him. He was a quiet man but he had a really good sense of humor and he liked to laugh. He loved cars. He loved antiques. But [most of all] he loved art. And he liked architecture. When [he and his wife] built a house in the Riviera Palisades in West Los Angeles, he designed it. He enjoyed choosing all of the architectural details and the wallpaper and that sort of thing.[141]

With such a wide scope of interests, it is no surprise that Hall in his professional life did not stick purely to live-action movies. During the Korean War, "he was commissioned by a general in the Air Force to fly combat missions in Korea, to paint and draw the Air Force in action for the Pentagon," according to Jane Hall. "And as far as I know, those paintings are still there at the Pentagon."[142]

In the late 1950s, David established an indirect connection with Disney when he was hired by the former first vice president of Disneyland, C. V. Wood, to help design Freedomland, a theme park that opened in New

York the following year.[143]

When Walt Disney had decided to build Disneyland in the early 1950s, he surrounded himself with successful art directors who had, for the most part, all worked at Twentieth Century Fox. By then he was heavily involved in the creative world of live-action movies and was prepared to rely on live-action talent to visualize his dream. In the late '30s, however, the situation was radically different, which might explain why David Hall's stay at Disney was such a short one. He was, in many ways, ahead of his time.

In 1966, *The Greatest Story Ever Told*—which had been art directed by David Hall, Richard Day, and William Creber—was nominated for an Academy Award® for Art Direction. But David was not there to attend the ceremony. He had passed away of a heart attack on July 23, 1964. He was fifty-eight years old.

The deer have smelled fire in this spectacular drawing created for *Bambi*. Courtesy: David Tosh/Heritage Auctions.

A few of the powerful concept pieces Hall created for the forest fire scene in *Bambi*. As wonderful as his color work is, Hall was equally prolific working in grey-scale values, as is the case in these images created with graphite.

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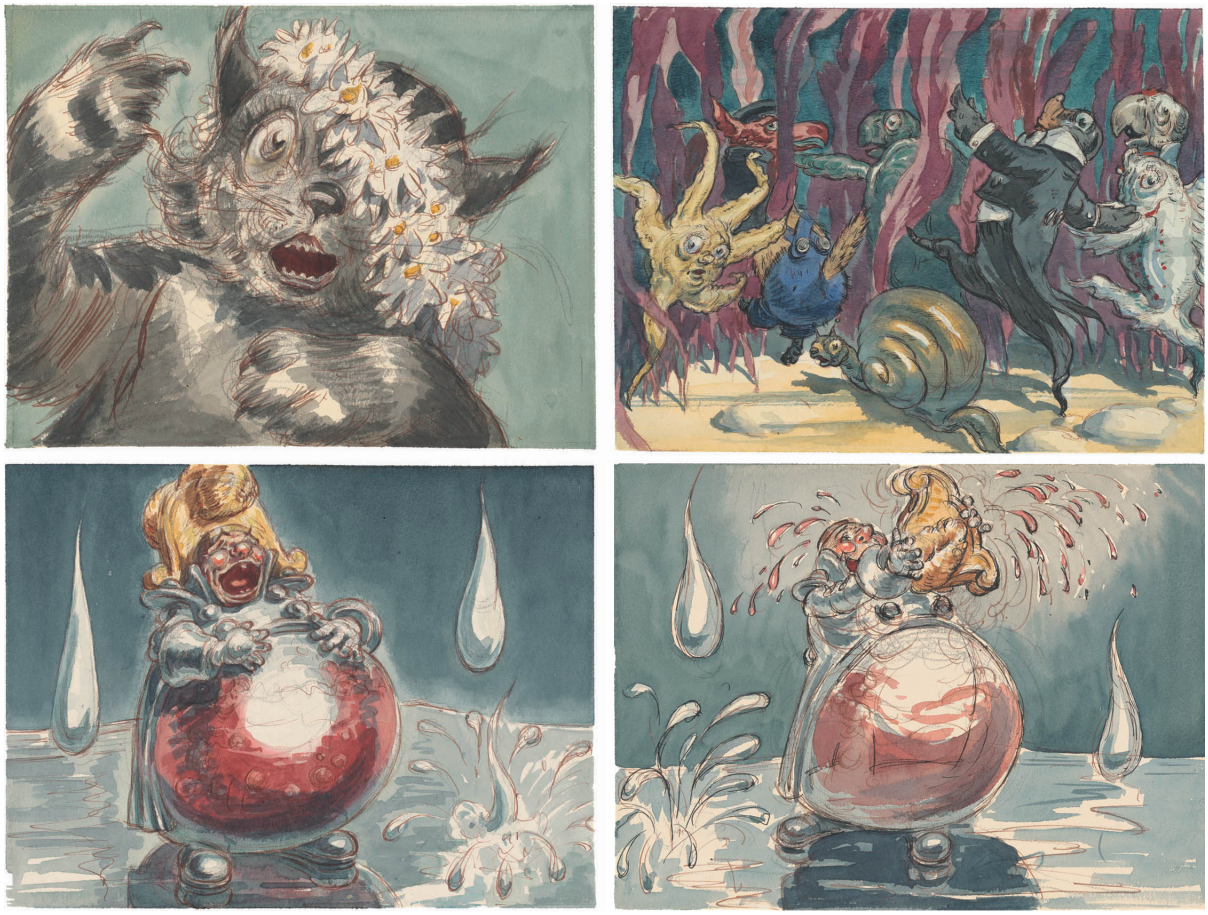

Early scenes from *Alice in Wonderland* as seen by David Hall featured some characters like the "Drink Me" bottle that were not included in the final film.

The “Pool of Tears” episode from Lewis Carroll’s book did not make it to the screen.

Another character that did not make it into the final movie was the monkey that Alice meets before being trapped inside the White Rabbit's house.

Another character that did not make it into the final movie was the monkey that Alice meets before being trapped inside the White Rabbit's house.

The ever-smiling Cheshire Cat. Courtesy: Wonderful World of Animation.

Scenes from a mad and scary trial.

Scenes from a mad and scary trial.

A few other scenes from the trial.

Alice in Wonderland's croquet game: one of David Hall's masterpieces.

London at night. The color original has yet to be rediscovered. Courtesy: Susan and Eric Goldberg.

Scenes from the Darlings' nursery in *Peter Pan*.

Scenes from the Darlings' nursery in *Peter Pan*.

Scenes from the Darlings' nursery in *Peter Pan*.

Courtesy: The Walt Disney

For years it was thought that David Hall, while working on *Peter Pan*, had created designs only for the scenes in the Darlings' house. In reality, Hall was almost as prolific on *Peter Pan* as he had been on *Alice in Wonderland*. Here, with the help of some pixie dust, Peter, the kids, and Nana are off to Never Land. Courtesy: Pierre Lambert.

Peter and the kids arrive in Never Land. The color originals have yet to be rediscovered. Courtesy: Susan and Eric Goldberg.

The Lost Boys' "house."

The capture of Tiger Lily by Captain Hook's henchmen. Courtesy: Pierre Lambert.

Tiger Lily will not reveal the location of Peter's hideout. Courtesy: Pierre Lambert.

Strange encounters in Never Land. Courtesy: The Walt Disney Family Museum.

A few proposed sequences involving the beautiful Tinker Bell.

The color originals have yet to be rediscovered. Courtesy: Susan and Eric Goldberg.

A few proposed sequences involving the beautiful Tinker Bell.

Courtesy: Wiley Rinaldi.

Scary encounters with the pirates of Never Land. The color originals have yet to be rediscovered.
Courtesy: Susan and Eric Goldberg.

Scary encounters with the pirates of Never Land. The color originals have yet to be rediscovered.
Courtesy: Susan and Eric Goldberg.

Peter meets Hook. Courtesy: Mike Glad.

The climatic fight between Peter and Hook. The color original has yet to be rediscovered. Courtesy: Susan and Eric Goldberg.

Peter and Wendy with Nana at the helm of the pirate's ship. This recently rediscovered painting is without a doubt one of David Hall's masterpieces. Courtesy: Wiley Rinaldi.

ACKNOWLEDGMENTS

Writing and producing this second volume of They Drew as They Pleased *seemed to be a walk in the park compared to what I had to go through to make the first volume a reality. The good surprises were countless, the bad ones close to inexistent.*

As always, I owe a special debt of gratitude to my wife, Rita, who lived through my bouts of exhilaration, stress, and joy throughout the whole project and to my good friend and fellow Disney historian Joe Campana, who hosted me during my weeks of research in Los Angeles, scanned the Sylvia Holland collection, provided moral support, and helped in countless other ways. Lucas Seastrom and Rosanna Shustar also deserve special thanks for having spent three days scanning the Retta Scott Worcester collection.

As mentioned in the first volume of this series, good historians stand on the shoulders of their predecessors; this book would not exist without the ground-breaking efforts and the exhaustive research conducted by John Canemaker for his own book *Before the Animation Begins* and without Joseph Smith, who helped me get access to John's notes preserved within the John Canemaker Animation Collection in the Fales Collection at New York University's Bobst Library.

The families of the artists discussed in this volume and some of their colleagues were key to locating some of the most fascinating treasure troves. This book would not be half of what it is without Theo and Laura Halladay, daughter and granddaughter of Sylvia Holland, Ben Worcester and Chris Worcester, sons of Retta Scott, Charlotte Marston, daughter of Ethel Kulsar, Jane Hall, daughter-in-law of David Hall, Susan Plumb Hart and Anne Plumb, daughters of Ed Plumb, and the artists William Creber, Bud Luckey, Don Lusk, Jamie Mitchell, and Bob Pauley.

Fellow Disney historians Robin Allan, Gunnar Andreassen, Michael Barrier, Benni Bødker, Jim Hollifield, Hans Perk, J. B. Kaufman, and Todd James Pierce also contributed in significant ways to the different

chapters of the book.

This art book relied heavily on the collections of the Walt Disney Animation Research Library, and its whole staff went the extra mile to unearth rare documents and other unseen treasures. Eric Boyd, Fox Carney, Doug Engalla, Ann Hansen, Tamara Khalaf, Jackie Vasquez, and Mary Walsh were some of the heroes of this venture.

No significant book about Disney history could be written without the critical help of the Walt Disney Archives. I can't thank its whole team enough for all their support. I tested their patience more than once and I am therefore especially grateful to Rebecca Cline and her team, especially Ed Ovalle, who dug up rare correspondence between Walt and his artists; Kevin Kern, who spent hours trying to locate obscure memos; Michael Buckhoff from the Photo Library, who helped dig up rare photos of the Disney artists; and the always-smiling Alesha Reyes, who put up with my constant requests for photocopies.

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I also owe some very special thanks to Gena Downey, Paul Drake, Sébastien Durand, Howard Green, Linda Gunn, Don Hahn, Greg Heberlein, Lisa Janacua, Mindy Johnson, Virginia and John Kimball, Jim Korkis, Andy Luckey, Jeremy Marx, John Musker, Are Myklebust, Cyril Rickelton-Abdi, Willey Rinaldi, David R. Smith, and Martha Stewart who all helped or tried to help, as well as to Sue Hodson from the Huntington Library, and Caitlin Marineau and Lorna K Kirwan from the Bancroft Library, University of California, Berkeley.

Finally, I would like to acknowledge the efforts of my wonderful editor from Chronicle Books, Rachel Hiles, the exceptional designer Cat Grishaver, and the Disney Publishing team: Wendy Lefkon, Daniel Saeva,

Sara Srisoonthorn, and Krista Wong.

NOTES

[1] History is always a work in progress, however. While researching the third volume of this series, for example, I stumbled upon a model sheet which shed some new light on the fox drawings by Albert Hurter on page 54 of *They Drew as They Pleased: The Hidden Art of Disney's Golden Age*, which were actually created for an early version of *Song of the South* and not for *Reynard the Fox*, as I mistakenly believed.

[2] Heinrich Tandler was named music librarian on October 4, 1937. He left Disney on May 25, 1940, and passed away on September 4, 1940.

[3] *Index of Victrola records in the music library*, July 18, 1940. Sylvia Holland Archives. Courtesy: Theo and Laura Halladay. The catalog is thirty pages long. Marcia Lees joined Disney on February 8, 1938, and left on January 4, 1941.

[4] David R. Smith, "The Sorcerer's Apprentice—Birthplace of *Fantasia*" in *Millimeter* (February 1976).

[5] The meeting between Walt and Prokofiev took place on February 28, 1937. Bob Carr, *Music Titles—Complete, Combined List*, October 19, 1940. Sylvia Holland Archives. Courtesy: Theo and Laura Halladay.

[6] Susan Hart (Ed Plumb's daughter), interviewed by the author, June 2, 2015. Unpublished. Ed Plumb was hired on March 15, 1937.

[7] John Rose, interviewed by Milt Gray, March 25, 1978. Unpublished. Courtesy: Michael Barrier.

[8] Story meeting on *Fantasia*, September 23, 1938. Walt Disney Archives (WDA).

[9] Story meeting on *Fantasia*, September 10, 1938. WDA.

[10] Meeting notes on *Fantasia*, September 14, 1938. WDA.

[11] Bill Garity's daily reports, September 6, 1938. WDA.

[12] Story meeting on *Fantasia* (F-4), September 28, 1938. WDA.

[13] Memo from Roy Disney to Walt Disney, December 5, 1940. WDA.

[14] T. Hee, interviewed by Herb Perry, April 6, 1940. WDA.

[15] Story meeting on Future Concert Feature (1106), May 14, 1940. WDA.

[16] "Stokowski Mounts Studio Podium to Record New *Fantasia* Numbers" in *The Bulletin*, February 14, 1941.

[17] *Benny Goodman Short*, April 13, 1940; and memo from Norman Ferguson to Walt Disney, Subject: Benchley Picture, June 15, 1940. WDA.

[18] Memo from Jim Bodrero to Walt Disney, September 7, 1943. WDA.

[19] Currier and Ives narration by Dick Huemer, undated. Courtesy: Jim Hollifield.

[20] According to the document *Annual Title Report*, January 31, 1946 (Sylvia Holland Archives. Courtesy: Theo and Laura Halladay), other titles considered for *Make Mine Music* were *Fun with Music, Sketchbook, Swing Street Serenade*, and *Take a Little Note*.

[21] Memo from Bill Walsh to Walt Disney, Subject: Ballet Story, September 7, 1944. WDA.

[22] Letter from Jack Cutting to Walt Disney, March 25, 1946. WDA.

[23] Memo from Jack Cutting to Walt Disney, November 12, 1947. WDA.

[24] Concert Feature (F#4), story meeting notes, October 24, 1938. WDA.

[25] Concert Feature (F#4), story meeting notes, November 11, 1938. WDA.

[26] Concert Feature (F#4), story meeting notes, September 28, 1938. WDA.

[27] Concert Feature (F#4), story meeting notes, January 23, 1939. WDA.

[28] Except when mentioned otherwise, all the biographical information about Walt Scott is from *Ink-Slinger Profiles: Walt Scott* by Allan Holtz, May 12, 2012, on the website Stripper's Guide; and *NEA Service's Walt Scott—Triple Threat Cartoonist* by Erwin Knoll (E&P, 1952).

[29] Memo from Dave Hand to George Drake, September 14, 1938, WDA.

[30] Concert Feature (F#4), story meeting notes, October 24, 1938. WDA.

[31] Memo from Toby to Those Listed, December 2, 1938. Subject: F#4—Concert Feature. WDA.

[32] Weary Willie model sheet and concept painting from the George Drake Archives. Courtesy: Linda Gunn.

[33] In reality, the illustrations that Nielsen created for *A Thousand and One Nights* were never released in book form at the time, and only one of his books seems to have been on the shelves on the Disney Studio's library—*East of the Sun, West of the Moon*, which, according to the library logs, was acquired by the Studio on April 12, 1938.

[34] Bertha E. Mahony and Elinor Whitney, *Contemporary Illustrators of Children's Books* (The Bookshop for Boys and Girls, 1930).

[35] Undated biographical sketch in Papers of Zoë Akins, 1878–1959 (PZA), Huntington Library, Manuscripts Department (ZA716).

[36] Letter from Kay Nielsen to Willys A. Myers from the American Consulate in Mexicali (Mexico), October 25, 1937. PZA (ZA5522).

[37] Letter from Kay Nielsen to Charles Fisk, May 10, 1937. PZA (ZA5527).

[38] Letter from Kay Nielsen to Alice Kauser, November 13, 1937. PZA (ZA5535).

[39] Letter from Kay Nielsen to Guthrie Courvoisier, December 12, 1938. PZA (ZA5525).

[40] Joe Grant, interviewed by John Canemaker, September 6, 1994, and November 11, 1994, in *Walt's People: Vol. 14*, Didier Ghez, ed. (Theme Park Press, 2013).

[41] Letter from Kay Nielsen to "Doctor," January 3, 1939. PZA (ZZ5526).

[42] Bob Jones, interviewed by Robin Allan, November 1, 1989, and November 4, 1989, in *Walt's People: Vol. 9*, Didier Ghez, ed. (Xlibris, 2010).

[43] Wilfred Jackson, interviewed by Frank Thomas and Ollie Johnston, May 18, 1978, in *Walt's People: Vol. 7*, Didier Ghez, ed. (Xlibris, 2009).

[44] Letter from Kay Nielsen to Joe Grant, May 31, 1939. John Canemaker Animation Collection, NYU.

[45] Campbell Grant, interviewed by Milton Gray, February 2, 1977. John Canemaker Animation Collection, NYU.

[46] Letter from Kay Nielsen to Joe Grant, May 31, 1939. John Canemaker Animation Collection, NYU.

[47] Joe and Jennie Grant, interviewed by Robin Allan, May 30, 1985, June 25, 1985, and August 14, 1986, in *Walt's People: Vol. 9*, Didier Ghez, ed. (Xlibris, 2010).

[48] Ship manifest via Ancestry.com.

[49] *The Reluctant Dragon*, story meeting notes, July 24, 1940. Courtesy: Hans Perk.

[50] Letter from David R. Smith to Didier Ghez, June 11, 1996.

[51] Letter from Kay Nielsen to Zoë Akins, December 22, 1940. PZA (ZA5455).

[52] Letter from Kay Nielsen to Zoë Akins, December 1940. PZA (ZA5458).

[53] In a Sunday, January 18, 1941, memo from writer Bob Carr to Ben Sharpsteen, we read: "Had really constructive and enthusiastic meeting with Kay Nielsen and Bill Wallett on Monday, the day we started on 'The Ride of the Valkyries' . . . yet actual sketch-work moves with aggravating slowness, due to the nature of work itself, and also to the fact that Nielsen works but 24 hours a week." WDA.

[54] Story meeting on *Ride of the Valkyries* (1161) and *Swan of Tuonela* (1041), January 27, 1941. Collection of the author.

[55] Letter from Kay Nielsen to Zoë Akins, March 1941. PZA (ZA5464).

[56] *The Little Mermaid*, preliminary story discussion. Story meeting notes, April 16, 1941. Collection of the author.

[57] *Current Book Program*, April 10, 1941. Walt Disney Archives. John Rose folder in WD Correspondence Inter Office, 1938–1944.

[58] Letter from Kay Nielsen to Zoë Akins, May 5, 1941. PZA (ZA5466).

[59] Letter from Kay Nielsen to Zoë Akins, May 19, 1941. PZA (ZA5467).

[60] *The Little Mermaid*, story meeting notes, May 22, 1941. Collection of the author. Attending the session were Walt Disney, Sam Armstrong, Sylvia Holland, Kay Nielsen, Bill Wallett, and a secretary named Elsa.

[61] Letter from Ulla Nielsen to Zoë Akins, May 1941. PZA (ZA5469).

[62] John Canemaker, *Before the Animation Begins—The Art and Lives of Disney Inspirational Sketch Artists* (Hyperion, 1996).

[63] Letter from Ulla Nielsen to Zoë Akins, January 1949. PZA (ZA5485).

[64] Letter from Ulla Nielsen to Zoë Akins, December 5, 1951. PZA (ZA5509).
[65] Ship manifest via Ancestry.com.
[66] Letter from Kay Nielsen to Zoë Akins, September 1951. PZA (ZA5514).
[67] "Kendt Navn derude, men næsten glemt herhjemme" in *Nationaltidende*, January 4, 1953; and *Sleeping Beauty*, story meeting notes, February 11, 1953, and April 1, 1953. WDA.
[68] "In Memory of Vance Gerry," written by John Musker in 2005, in *Walt's People: Vol. 6*, Didier Ghez, ed. (Xlibris, 2008).
[69] Sylvia Holland, biographical note in "The Balinese Cat," reprinted privately from *The Cat Fancier's Association Yearbook* from 1971, ed. Christine Streetman. Courtesy: Theo Halladay.
[70] Except when noted otherwise, all quotes from Theo Halladay are from Theo Halladay, interviewed by Robin Allan, June 26, 1989, in *Walt's People: Vol. 8*, Didier Ghez, ed. (Xlibris, 2009).
[71] Sylvia Holland, biographical note in "The Balinese Cat"; and Theo Halladay, interviewed by Robin Allan, June 26, 1989, in *Walt's People: Vol. 8*, Didier Ghez, ed. (Xlibris, 2009).
[72] Ibid; and letter from Sylvia Holland to W. Ferrari, art director, Metro-Goldwyn-Mayer Studios, November 1941. Courtesy: Theo and Laura Halladay. Sylvia Holland was hired by Universal in February 1937 and left in August of that same year.
[73] Letter from Sylvia Holland to W. Ferrari, art director, Metro-Goldwyn-Mayer Studios, November 1941.
[74] Letter from Sylvia Holland to Glen Holland, August 28, 1938. Courtesy: Theo and Laura Halladay.
[75] *Cydalise Suite*, story meeting notes, October 17, 1938. WDA.
[76] Ethel Kulsar was born in Yonkers, New York, on October 19, 1909. She joined Disney's Ink and Paint Department on November 23, 1936, and she was transferred to the Story Department on May 2, 1938. She was laid off on September 12, 1941, right after the strike, and passed away on

April 15, 1973. By June 1939, another woman, Faith Rookus, was also working in the Story Department on *Fantasia*, on "The Pastoral Symphony." Little is known about her.

[77] *Waltz of the Flowers*, list of suggestions, December 11, 1938; rough suggestions, December 13, 1938; suggested outline, December 15, 1938; *Nutcracker Suite* (1-032)—overall continuity, story meeting notes, January 23, 1939. Courtesy: Theo and Laura Halladay.

[78] Theo Halladay, interviewed by Robin Allan, June 26, 1989, in *Walt's People: Vol. 8*, Didier Ghez, ed. (Xlibris, 2009); and Theo Halladay, interviewed by Didier Ghez, 2008 and 2009, in *Walt's People: Vol. 12*, Didier Ghez, ed. (Xlibris, 2012).

[79] Letter from Sylvia Holland to Glen Holland, May 3, 1939. Courtesy: Theo and Laura Halladay.

[80] Letter from Sylvia Holland to Glen Holland, April 5, 1940. Courtesy: Theo and Laura Halladay.

[81] Letter from Sylvia Holland to Glen Holland, May 26, 1940. Courtesy: Theo and Laura Halladay.

[82] Future Concert Feature (1106), May 14, 1940. Courtesy: Theo and Laura Halladay.

[83] Letter from Sylvia Holland to Glen Holland, July 22, 1940. Courtesy: Theo and Laura Halladay.

[84] Sylvia Holland, *Swan of Tuonela*, story outline and rough suggested breakdown, August 21, 1940; storyboard notes, undated (summary of all the *Swan of Tuonela* story meetings from December 11, 1941, to July 3, 1941). Courtesy: Theo and Laura Halladay.

[85] *Insect Ballet* (1159), story meeting notes, December 23, 1940. Courtesy: Theo and Laura Halladay.

[86] Report of stories in progress, music subjects, ca. 1943, in Ralph Parker folder, WD Correspondence Inter Office, 1938–1944, N-Q, A1630. WDA.

[87] Letter from Sylvia Holland to Glen Holland, January 23, 1941. Courtesy: Theo and Laura Halladay.

[88] *Peter Pegasus* (2709), story meeting notes, April 11, 1941. Courtesy: Theo and Laura Halladay.

[89] Report of stories in progress, music subjects, ca. 1943, in Ralph Parker folder, WD Correspondence Inter Office, 1938–1944, N-Q, A1630. WDA.
[90] *The Little Mermaid*, story meeting notes, May 22, 1941; *The Little Mermaid*, suggested story outline by Ethel Kulsar, February 10, 1941. Courtesy: Theo and Laura Halladay.
[91] Letter from Sylvia Holland to Glen Holland, April 21, 1941. Courtesy: Theo and Laura Halladay.
[92] Letter from Sylvia Holland to Glen Holland, July 24, 1941. Courtesy: Theo and Laura Halladay.
[93] Letter from Sylvia Holland to Glen Holland, September 1, 1941. Courtesy: Theo and Laura Halladay.
[94] Letter from Sylvia Holland to Glen Holland, February 10, 1942. Courtesy: Theo and Laura Halladay.
[95] *Coca-Cola* (1545), as outlined by Walt Disney, August 19, 1942. Courtesy: Theo and Laura Halladay.
[96] The storyboards for that project were presented on September 10, 1944, according to a memo from Jack Sheehan dated September 9, 1944. WDA.
[97] Sylvia Holland Archives. Courtesy: Theo and Laura Halladay.
[98] *Who Likes What*, memo from Ralph Parker to Walt Disney, June 18, 1943. WDA.
[99] *Music Research*, Sylvia Holland to Hal Adelquist, September 25, 1944.
[100] Theo Halladay, interviewed by Didier Ghez, 2008 and 2009, in *Walt's People: Vol. 12*, Didier Ghez, ed. (Xlibris, 2012).
[101] Suggestions for the muses as tie-up for package numbers, October 1945. Courtesy: Theo and Laura Halladay. Following in the footsteps of Albert Hurter and J. P. Miller, Sylvia Holland also worked on another sequence for *Make Mine Music*: "Johnnie Fedora and Alice Bluebonnet."
[102] Letter from Sylvia Holland to Glen Holland, April 29, 1945. Courtesy: Theo and Laura Halladay.
[103] Letter from Sylvia Holland to Glen Holland, November 26, 1945. Courtesy: Theo and Laura Halladay.
[104] Sylvia Holland Archives. Courtesy: Theo and Laura Halladay. And collection of the author.

[105] Letter from Sylvia Holland to Glen Holland, September 3, 1946. Courtesy: Theo and Laura Halladay.

[106] Michael Barrier, *Animated Man—A Life of Walt Disney* (University of California Press, 2007).

[107] Sylvia Holland, biographical note in "The Balinese Cat"; and Theo Halladay, interview by Robin Allan, June 26, 1989, in *Walt's People: Vol. 8*, Didier Ghez, ed. (Xlibris, 2009).

[108] All of Retta Scott's quotes, unless mentioned otherwise, come from three short autobiographies written in 1982, 1984, and November 1988. Courtesy: Ben Worcester.

[109] Jamie Mitchell, interviewed by the author, December 11, 2014.

[110] Frank Thomas and Ollie Johnston, *Walt Disney's Bambi: The Story and the Film* (Stewart, Tabori, and Chang, 1990).

[111] Walt Disney's speech to the Disney artists dated February 10 and 11, 1941, quoted by Hans Perk on the blog *A. Film L.A.* on October 19, 2007.

[112] Don Lusk, interviewed by Joe Campana, July 28, 2012; in the same interview Don Lusk also mentions that he dated Retta for a while.

[113] Bud Luckey, interviewed by the author, February 2015.

[114] Retta is seen animating the centaurettes in a publicity photo. After the war, *Wind in the Willows* became one of the two halves of the feature *The Adventures of Ichabod and Mr. Toad*.

[115] Jamie Mitchell, interviewed by the author, December 11, 2014.

[116] Don Lusk to Joe Campana, April 13, 2014.

[117] Scott, Retta Ernestine (Worcester) by David R. Smith, February 2, 1982. WDA.

[118] Retta Scott, interviewed by Robin Allan, November 1, 1989, in *Walt's People: Vol. 8*, Didier Ghez, ed. (Xlibris, 2009).

[119] *2742-Chicken Little*. Memo from Jack Dunham to Joe Grant, week ending December 19, 1942, WDA; and JB Kaufman, *South of the Border with Disney: Walt Disney and the Good Neighbor Program 1941–1948* (Disney Editions, 2009).

[120] Retta Scott, interviewed by Robin Allan, November 1, 1989, in *Walt's People: Vol. 8*, Didier Ghez, ed. (Xlibris, 2009).

[121] Memo from George R. Stewart to Ben Sharpsteen, September 13, 1945. George Rippey Stewart Papers, 1914–1984, UC Berkeley Bancroft Library; and *Annual Title Report*, January 31, 1946. Sylvia Holland Archives. Courtesy: Theo and Laura Halladay.

[122] Bud Luckey, quoted in *Retta Scott, First Woman to Become an Animator at Disney, Died* by Karl Cohen. Retta Scott's biographical file. WDA.

[123] The reference to Retta's work on the *Mary Poppins* booklet comes from an undated article clipping titled "Portrait of a Woman." Courtesy: Ben Worcester. The story about the modified face comes from Stacia Martin and was relayed to the author by Hans Perk, January 12, 2015.

[124] Ben Worcester, interviewed by the author, January 17, 2015.

[125] Bud Luckey, interviewed by the author, February 2015.

[126] Bob Pauley, interviewed by the author, December 9, 2014.

[127] Jamie Mitchell, interviewed by the author, December 11, 2014.

[128] Jane Hall, interviewed by the author, October 1, 2014.

[129] Email from animation historian Joe Campana to the author, June 14, 2015. According to Joe: "David's parents lived in Pittsburgh from the time they were married and his two older siblings were born there. The family lived in Northern Ireland shortly before David Hall was born in 1905 until about 1908. From 1908 to May 1910, they were in Pittsburgh. Then they were back living in Londonderry from June 1910 until about October 1916 when they returned to Pittsburgh for the last time."

[130] Letter from Phil Dike to David Hall, January 19, 1939. Phil Dike Collection, Ella Strong Denison Library, Scripps College, Claremont, California.

[131] Joe Grant, interviewed by John Canemaker, January 7, 1994; September 6, 1994; November 11, 1994; January 7, 1995; July 24, 1995; and April 11, 2003; in *Walt's People: Vol. 14*, Didier Ghez, ed. (Theme Park Press, 2013).

[132] Herb Ryman to David R. Smith, July 30, 1981. WDA.

[133] Notes about David S. Hall by David R. Smith, July 23, 1976. WDA.

[134] William Creber, interviewed by the author, September 27, 2014.

[135] Jane Hall, interviewed by the author, October 1, 2014; and William Creber, interviewed by the author, September 27, 2014.

[136] *Alice in Wonderland*, story meeting notes, March 22, 1939. Quoted in Robin Allan, *Walt Disney and Europe* (Indiana University Press and John Libbey & Co. Ltd, 1999).

[137] Ward Kimball diaries.

[138] *The Reluctant Dragon*, story meeting notes, May 29, 1940. WDA.

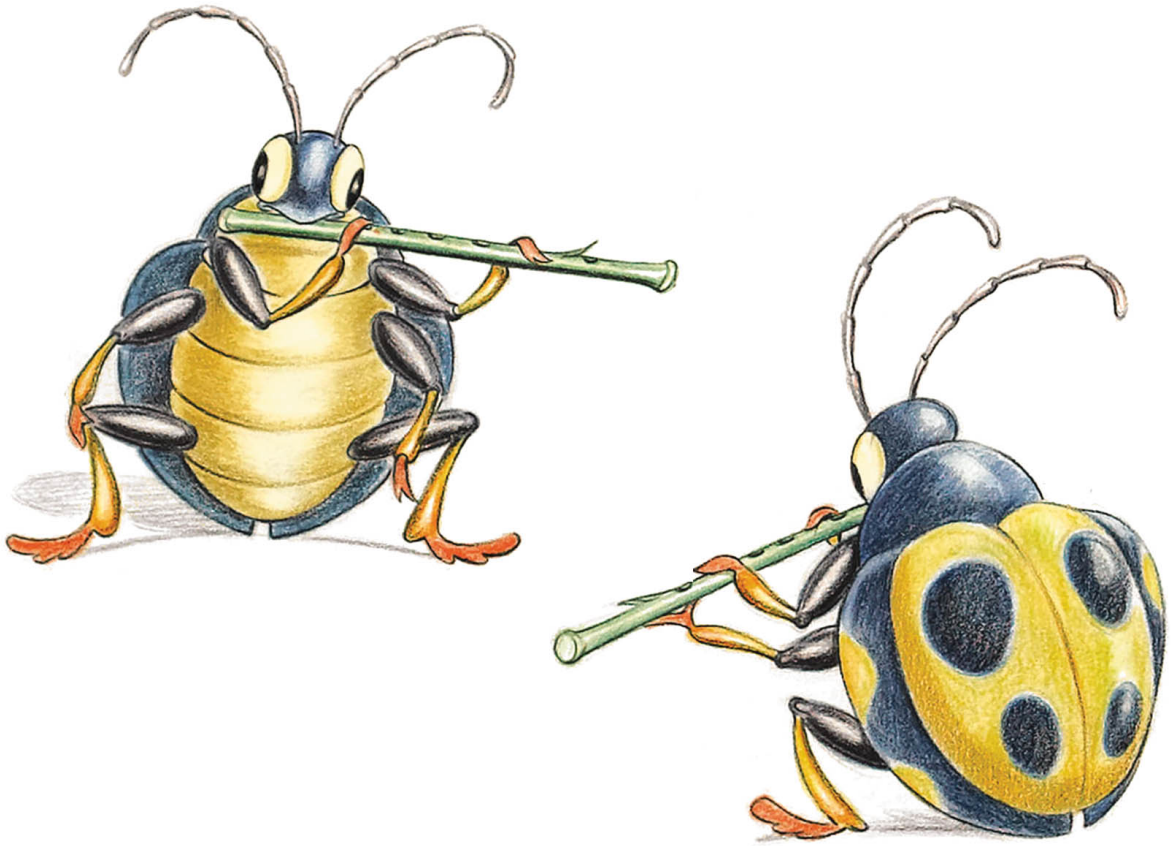
[139] Ward Kimball diaries.

[140] William Creber, interviewed by the author, September 27, 2014.

[141] Jane Hall, interviewed by the author, October 1, 2014.

[142] Ibid.

[143] John Canemaker, *Before the Animation Begins—The Art and Lives of Disney Inspirational Sketch Artists* (Hyperion, 1996).



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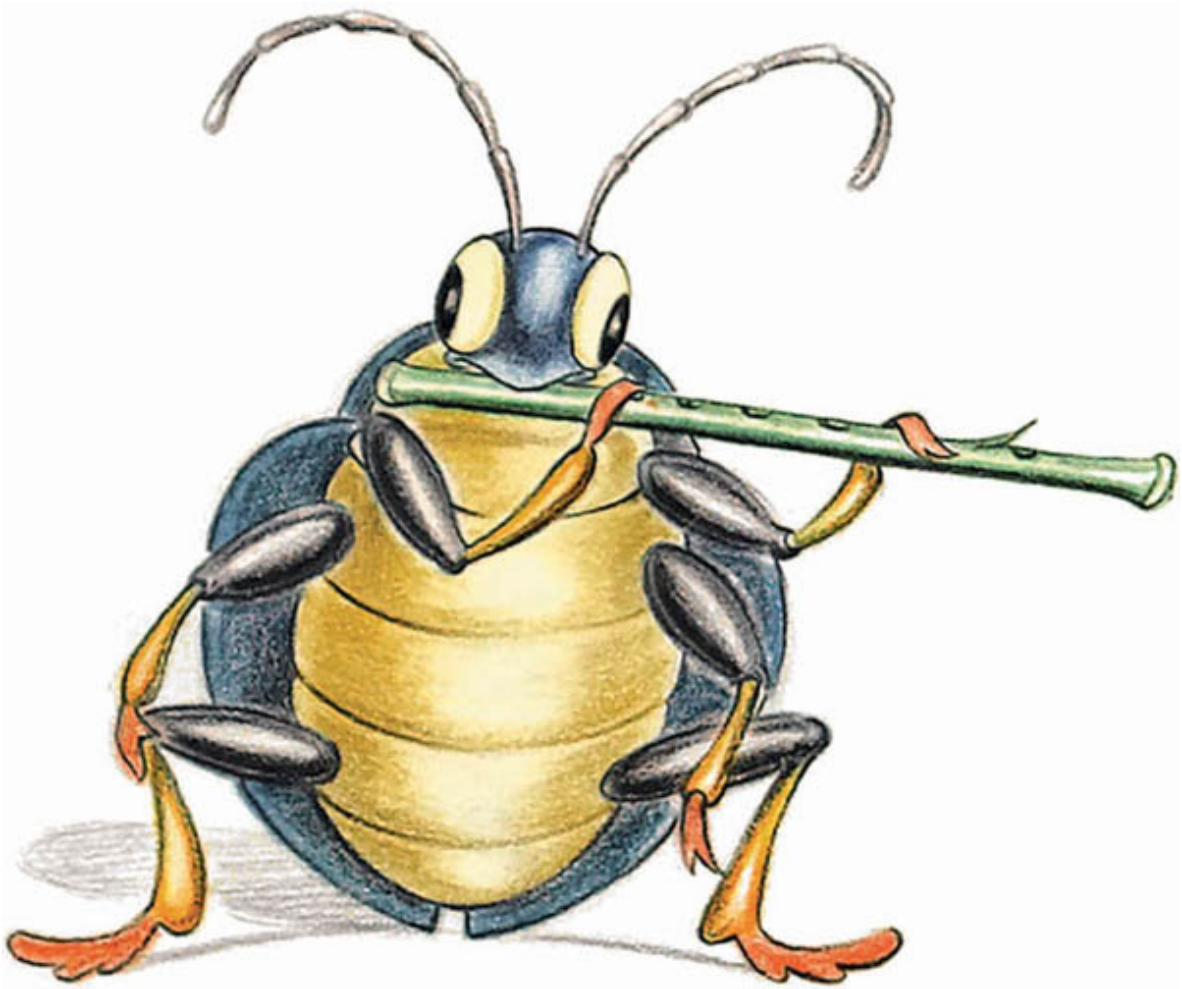
Alice meets the Caterpillar by David Hall. Courtesy: Matt Crandall.

ABOUT THE AUTHORS



DIDIER GHEZ has conducted Disney research since he was a teenager in the mid '80s. His articles about the parks, animation, and vintage international Disneyana, as well as his many interviews with Disney artists, have appeared in such magazines as *Disney twenty-three*, *Persistence of Vision*, *Tomart's Disneyana Update*, *Animation Journal*, *Animation Magazine*, *StoryboarD*, and *Fantasyline*. He is the author and editor of numerous books about the Walt Disney Studios and its artists, including the *Walt's People* book series and *They Drew as They Pleased: The Hidden Art of Disney's Golden Age*. He also runs The Disney History blog (disneybooks.blogspot.com) and The Disney Books Network website (www.didierghez.com).

JOHN MUSKER is a 38-year veteran of Walt Disney Animation Studios. Among the films he co-wrote and directed with Ron Clements are *The Little Mermaid, Aladdin, Hercules, Treasure Planet, The Princess and the Frog*, and the upcoming *Moana*. He lives in Los Angeles.

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